

P96000047749

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

500001847855
-06/03/96--01036--016
****122.50 ****122.50

SUBJECT: Video Memories, Inc.
(Proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for
\$ 122.50.

FROM: Wayne Cholost

6069 Old Court Road Suite 104

Boca Raton, Florida 33433

City/State, & Zip

(954) 422-6798

Telephone Number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAY 31 PM 1:19

FILED

DMC
6/5/96

Note: Please provide the original and one copy of the articles.

Wayne Cholont
6069 Old Court Road STE 104
Boca Raton, FL 33433

June 1, 1996

Division Of Corporations
PO Box 6327
Tallahassee, Florida 32314

To Whom it may concern:


Enclosed you will find a check in the amount of \$122.50 to cover the cost of filing for a corporation (Filing fee and Certified Copy).

The corporate name is: Video Memories, Inc.

Also enclosed you will find a pre-paid Airborne Airbill to express the documents back to me.

I am thanking you in advance for your assistance in expediting this paperwork.

Sincerely,


Wayne Cholont

ARTICLES OF INCORPORATION

OF

Video Memories, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Video Memories, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

6069 Old Court Road Suite 104

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand (1,000)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Wayne Cholost
6069 Old Court Road Suite 104
Boca Raton, Florida 33433

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the Incorporator(s) to these Articles of Incorporation is(are):

Wayne Cholost
6069 Old Court Road Suite 104
Boca Raton, Florida 33433

The undersigned Incorporator(s) has(have) executed these Articles of Incorporation this

1st day of June, 1996.



Signature

Signature

Signature

**Articles of Incorporation
Filing Fee - \$35**

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

96 MAY 31 PM 1:19
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Video Memories, Inc.

2. The name and address of the registered agent and office is:

Wayne Cholost

(Name)

6069 Old Court Road Suite 104

(P.O. Box ~~not~~ acceptable)

Boca Raton, Florida 33433

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Wayne Cholost
(Signature)