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**SIESKY, PILON & WOOD**

a partnership of professional associations

ATTORNEYS AT LAW

JAMES A. PILON, P.A.  
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SUITE 201, THE FAIRWAY BUILDING  
1000 TAMiami TRAIL NORTH  
NAPLES, FLORIDA 33940

May 29, 1996

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

200001846042  
-05/31/96--01050--002  
\*\*\*\*122.50 \*\*\*\*122.50

RE: "Thumbs Up" Video, Inc.

Ladies:

Enclosed please find the original and one copy of the Articles of Incorporation for the referenced entity, together with a check in the amount of \$122.50 for the filing fee.

Please issue a charter and forward acknowledgment to this office.

Thank you for your assistance in this matter.

Sincerely yours,

**SIESKY, PILON & WOOD**

*James A. Pilon*  
James A. Pilon

JAP:lsm  
Enclosure(s)

cc: Mr. Mark Klonowski  
thumbs

JUN 5 1996

FILED  
JUN 5 1996  
5:14 PM  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
"THUMBS UP" VIDEO, INC.

FILED  
96 MAY 31 PM 4:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of the corporation shall be: "Thumbs Up" Video, Inc.

ARTICLE II

DURATION

This corporation shall have perpetual existence, commencing on the date of filing of these Articles.

ARTICLE III

INITIAL PRINCIPAL OFFICE

The initial principal office of this corporation shall be located at 1364 Chesapeake Avenue, Naples, FL 33962.

ARTICLE IV

PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business.

#### ARTICLE V

##### CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "common shares". The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and regulations issued thereunder. Such actions as are necessary will be taken by the officers of this corporation to accomplish this compliance. This corporation is being capitalized and its stock is being issued to comply with the aforementioned section of the Internal Revenue Code.

#### ARTICLE VI

##### PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VII

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1364 Chesapeake Avenue, Naples, FL 33962, and the name of the initial registered agent of the corporation at that address is Mark Klonowski. The officers may from time to time

select and so communicate by appropriate notice to the Department of State, another registered office or registered agent or both.

#### ARTICLE VIII

##### INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the shareholders, but shall never be less than one (1). The names and street addresses of the initial directors are:

Mark Klonowski	1364 Chesapeake Avenue, Naples, FL 33962
Brian Lane	474 North Lake Shore Drive, Chicago, IL 60611
Thomas Sponberg	4484 Rosea Court, Naples, FL 33942
Joseph Goulding	3637 Artic Circle, Naples, FL 33962

#### ARTICLE IX

##### INCORPORATOR

The name and address of the person signing these Articles is:

Mark Klonowski	1364 Chesapeake Avenue, Naples, FL 33962.
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#### ARTICLE X

##### BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

#### ARTICLE XI

##### AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders,

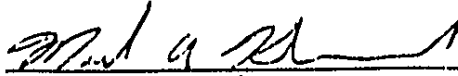
except the Preemptive Rights created in Article VI, is subject to this reservation.

ARTICLE XII

ELECTION

The Corporation elects to be taxed as a "small business corporation" for income tax purposes under the provisions of Section 1372, Internal Revenue Code, and the proper officers of the corporation are authorized and directed to evidence such election by completing and filing Form 2553 of the United States Treasury Department, Internal Revenue Service.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 27 day of May, 1996.

  
Mark Klonowski  
Incorporator

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of May, 1996, by Mark Klonowski, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did take an oath.

(SEAL)

  
NOTARY PUBLIC  
My Commission Expires:  
Commission No:

JAMES A. PILON  
Typed or Printed Name of Notary



JAMES A. PILON  
COMMISSION # CC 330826  
EXPIRES JAN 5, 1998  
Atlantic Bonding Co., Inc.  
800-732-2245

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
STATE, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

THAT, "Thumbs Up" Video, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Naples, County of Collier, State of Florida, has named Mark Klonowski located at City of Naples, County of Collier, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process of the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: Mark Klonowski

Mark Klonowski