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Accutax Services, Inc.

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SECRET  
TALLAH  
Accounting and Taxation  
205 E. Brandon Boulevard, Suite D  
Brandon, Florida 33511  
(813) 654-7200

July 1, 1996

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

2000001885952  
-07/08/96--01029--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

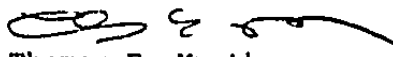
Dear Sir or Madam:

Attached you will find the Articles of Incorporation of  
SCHWING! VIDEO, INC. and the certificate designating  
registered agent and registered office.

Also attached is a check in the amount of \$70.00 in payment  
of the various fees.

Please notify me should you need further information or  
clarification.

Very truly yours,



Thomas E. Murtha

TH  
7-9-96

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SEC. OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
SCHWING! VIDEO, INC.

The undersigned incorporators, for the purpose of forming a Corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation shall be SCHWING! VIDEO, INC.  
The principal place of business of this Corporation shall be:

6212 EAGLEBROOK AVE  
TAMPA, FL 33625

ARTICLE II

NATURE OF BUSINESS

The Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States of America, the State of Florida, or any other State, County, Territory, or Nation.

ARTICLE III

CAPITAL STOCK

The aggregate number of shares of stock and its par value that this Corporation is authorized to have outstanding at any one time is: 5000 SHARES; \$1.00 par value each.

ARTICLE IV

TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V

OFFICERS AND DIRECTORS

The name and street address of the initial officers and directors, if any, who shall hold office the first year of the Corporation's existence or until their successor is elected is:

THOMAS J PASTORE      6212 EAGLEBROOK AVE  
TAMPA, FL 33625

ARTICLE VI

INCORPORATORS

The name and address of the Incorporators to these Articles of Incorporation are:

THOMAS J PASTORE      6212 EAGLEBROOK AVE  
TAMPA, FL 33625

IN WITNESS WHEREOF, the undersigned incorporator have executed these Articles of Incorporation this 1 day of July, 1996.

SIGNATURE OF INCORPORATOR:

[Signature]

-----  
STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

THE FOREGOING instrument was acknowledged and sworn to before me this 1 day of July, 1996, by  
Thomas J. Pastore of Schwingl Video, Inc.



(SEAL)

THOMAS E MURTHA  
My Commission CC279025  
Expires Apr 22, 1997  
Bonded by ANB  
800-852-6878

[Signature]  
Notary Public

My Commission Expires: 4/22/97

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TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING  
REGISTERED AGENT and REGISTERED OFFICE

Persuant to the provisions of Section 607.325, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

1. The name of the Corporation is: SCHWING! VIDEO, INC.
2. The name and address of the registered agent and office is:

NAME: THOMAS J PASTORE  
ADDRESS: 6212 EAGLEBROOK AVE  
CITY, STATE & ZIP: TAMPA, FL 33625

SIGNATURE: 

TITLE: Director

DATE: 7/1/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE OF REGISTERED AGENT: 

DATE: 7/1/96