

P96000066868

TRANSMITTAL LETTER

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

Subject: 2000 Video Works, Inc.

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

FROM: Danilo Cedeno
6073 N.W. 167th Street
Building C7
Miami, Florida 33016
Phone # (305)820-3080

200001917192
-08/08/96--01105--009
****122.50 ****122.50

Allyp Ortega GAVE
AUTHORIZATION BY PHONE TO
CORRECT RA Address
DATE 8/12/96
DOC. EXAM. RR

FILED
96 AUG -8 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

E. REGISTER AUG 12 1996

789, 612, 706, 671

W96-16784

**ARTICLES OF INCORPORATION
2000 VIDEO WORKS, INC.**

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

I.

The name of this corporation is:

2000 VIDEO WORKS, INC.

II.

This corporation is authorized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

III.

This corporation is authorized to issue ~~100~~ share of ~~1.00~~ par value common stock, which shall be designated as "common shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors

IV.

Except by otherwise provided by Law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

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ARTICLES OF INCORPORATION

V.

This corporation shall commence its existence on the 13 day of Aug, 1996 and shall exist perpetually thereafter unless sooner dissolved according to law.

VI.

Every shareholder, upon the sale for cash of any new stocks of this corporation of the same kind, class or series as that which he already 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 prices at which it is offered to others.

VII.

The street address of the initial office of this corporation is 6073 N.W. 167 Street, Building C7, Miami, Florida 33015 and the name of the initial registered agent is Danilo Cedeno whose address is 8880 N.W. 119 Street, Hialeah Gardens, Florida 33016.

VIII.

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall be a majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial director of this corporation is:

Danilo Cedeno
8880 N.W. 119 St., Hialeah Gardens, Fl

ARTICLES OF INCORPORATION

IX.

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

Danilo Cedeno
8880 N.W. 119 St, Hialeah Gardens, Fl

X.

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

XI.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation or who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of his corporation which shall authorize any such contract of transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

ARTICLES OF INCORPORATION

XII.

The private of the stockholders shall not be subject to the payment or the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscribers have execute these

Articles of Incorporation this 6 day of August, 1996.


SUBSCRIBER

STATE OF FLORIDA)
SS:
COUNTY OF DADE)

BEFORE ME, A Notary Public authorized to take acknowledgements in the State of Florida, County of Dade, personally appeared, **Danilo Cedeno**, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledge before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State of Florida and County of Dade, this 6 day of August, 1996.


NOTARY PUBLIC, State of Florida

OFFICIAL NOTARY SEAL
MALCOLM LEWIS KNEALE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC530771
MY COMMISSION EXP. FEB. 25, 2000

**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

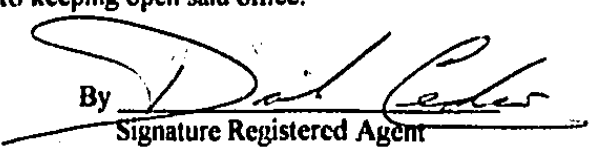
In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance
with said Act:

First - That 2000 Video Works, Inc. desiring to organize under the
laws of the State of Florida with its principal office, as indicated in the articles of
incorporation at the City of Miami County of Dade, State of Florida has named Danilo
Cedeno, 8880 NW 119 St., Hialeah Gardens, FL 33016, County of Dade,
State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

By


Signature Registered Agent

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