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Order Number Only

11-20-96 Brenda
#608

Brenda Tanker
Requestor's Name
1600 N.W. 49 St
Address
Ft. Lauderdale, FL 33309
City State ZIP Phone

954-493-5388

VALIDATION ONLY

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CORPORATION(S) NAME

Value video productions, Inc.

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11/21/96
12:10 PM
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call If Problem | <input type="checkbox"/> Will Wait | <input type="checkbox"/> Mail Out |
| <input checked="" type="checkbox"/> Walk In | <input checked="" type="checkbox"/> Pick Up | |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

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Empire Toll Free: 1-800-432-3028

ARTICLES OF INCORPORATION
VALUE VIDEO PRODUCTIONS, INC.

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is: **VALUE VIDEO PRODUCTIONS, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business of this corporation shall be: **2450 Hollywood Boulevard, Suite 606, Hollywood, Florida 33020.**

ARTICLE III - DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles of Incorporation are filed by the Secretary of State.

ARTICLE IV - PURPOSE

The purpose of this corporation is to conduct, operate and manage any lawful business, and to perform other activities incidental and necessary to the operation of such business, in the State of Florida and the United States. The purpose of this corporation also includes the purchase and sale of real and personal property required for the business functions, and to engage in any activities or businesses permitted under the laws of the State of Florida and the United States.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares this corporation is authorized to have outstanding at any one time is **SEVEN THOUSAND FIVE HUNDRED (7,500) shares, all of one (1) class, of ONE DOLLAR (\$1.00) par value, common stock**, which shall be designated "Common Stock". This corporation is not authorized to issue preferred shares.

The shareholders may, by By-Law provision or by shareholder agreement, recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: **2450 Hollywood Boulevard, Suite 606, Hollywood, Florida 33020**, and, the name of the initial registered agent of this corporation at that address is **GARY HELLER**. The Board of Directors may from time to time move the office to any other address in Florida and/or designate another individual to serve as the Registered Agent of this corporation.

ARTICLE VII - INITIAL OFFICERS AND BOARD OF DIRECTORS

This corporation shall have two (2) officers and directors initially. The number of officers and directors may either be increased or decreased from time to time by an amendment of the By-Laws of the corporation, in a manner provided by law, but shall never be less than one (1).

The names and addresses of the initial officers and directors who shall hold office the first year of the corporation's existence or until their successors are elected, are:

Gary Heller, V.P. & Treas.
4530 S.W. 54th Street, #202
Ft. Lauderdale, FL 33314

Steven J. Grey, Pres. & Sec.
205 S.W. 66th Avenue
Pembroke Pines, FL 33023

ARTICLE VII - INCORPORATOR

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

Gary Heller
4530 S.W. 54th Street, #202
Ft. Lauderdale, FL 33314

Steven J. Grey
205 S.W. 66th Avenue
Pembroke Pines, FL 33023

ARTICLE IX - BY-LAWS

The initial By-Laws of this corporation shall be adopted by the directors. By-Laws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend, or repeal any By-Law adopted by the shareholders if the shareholders specifically provide that such By-Law is not subject to amendment or repeal.

ARTICLE X - COMPENSATION

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to it's members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

ARTICLE XI - MANAGEMENT OF CORPORATION BY BOARD OF DIRECTORS

All corporate powers shall be exercised by, or under the authority of, and the business and affairs of this corporation shall be managed under, the direction of the Board of Directors of this corporation, or those designated by them.

ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify and hold harmless any officers or directors, and any former officers and directors, from and against any liability, actual and/or potential, including, but not limited to, attorneys fees and court costs, arising from or in connection with their positions as an officer and/or director of this corporation, to the fullest extent permitted by law.

ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provision(s) contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator have executed these Articles of Incorporation this 9th day of November, 1996.

Gary Heller
Gary Heller

Steven J. Grey
Steven J. Grey

STATE OF FLORIDA)
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared **GARY HELLER** and **STEVEN J. GREY**, who provided me with Florida Drivers License Nos.: H-460-293-54-411 and G-600-790-64-296-0 for identification, or who are to me personally known to be the persons described in and who executed the foregoing instrument and they acknowledged before me that they executed the same.

9th WITNESS my hand and official seal in the County and State last aforesaid this day of November, 1996.

Brenda Hacker
Notary Public State of Florida



Notary's Printed Name

My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

VALUE VIDEO PRODUCTIONS, INC., desiring to organize or qualify under the laws of the State of Florida, with it's principal place of business at Hollywood, Broward County of Broward, State of Florida, has named **GARY HELLER**, located at: **2450 Hollywood Boulevard, Suite 606, Hollywood, Florida 33020**, as it's agent to accept service of process within the State of Florida.

INCORPORATOR:




Gary Heller

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TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above-referenced corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: 11-19-96



Gary Heller