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November 1, 1996

Secretary of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

300001997803--7  
-11/06/96--01050-019  
\*\*\*\*122.50 \*\*\*\*122.50

Re: VIDEO CLIP PRODUCTIONS, INC.

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation in reference to the above-named corporation for filing. Also, a check in the amount of \$122.50 representing the filing fee is enclosed.

The name and address of the incorporator and the address of the principal office and registered office are covered under Article VIII.

Thank you for your assistance in this matter.

Very truly yours,

  
KIERAN P. FALLON

KPF:mcc

Enclosures

~~6034-6015-6011-~~

~~W916-23816~~

Dmc  
11/26/96

FILED  
95 NOV 25 AM 10:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 8, 1996

KIERAN P. FALLON, P.A.  
2100 CORAL WAY #500  
MIAMI, FL 33145

SUBJECT: VIDEO CLIP PRODUCTIONS, INC.  
Ref. Number: W96000023816

We have received your document for VIDEO CLIP PRODUCTIONS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 896A00051354

*Thanks,  
By error we  
forgot to send a  
page!*

ARTICLES OF INCORPORATION

of

VIDEO CLIP PRODUCTIONS, INC.

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STATE  
TALLAHASSEE FLORIDA

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THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION  
UNDER THE FLORIDA GENERAL CORPORATION ACT, ADOPTS THE  
FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I

The name of the corporation of VIDEO CLIP PRODUCTIONS, INC.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The date and time of the commencement of the corporate existence shall be the  
date of the filing of these Articles by the Department of State.

ARTICLE IV

The purpose(s) for which the corporation is organized is to engage in the  
transaction of any or all lawful business for which the corporation may be incorporated  
under the Florida General Corporation Act.

ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue  
is five hundred (500) shares of capital stock, \$1.00 par value.

#### ARTICLE VI

The number of directors constituting the initial Board of Directors of the corporation are two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until the successors are elected and qualified are:

PRESIDENT/VICE PRESIDENT	Edwin G. Almeida 2935 NE 163 <sup>rd</sup> Street Apartment 4-0 North Miami Beach, Florida 33160
SECRETARY/TREASURER	Leonard Larrea 2935 NE 163 <sup>rd</sup> Street Apartment 4-0 North Miami Beach, Florida 33160

#### ARTICLE VII

The Shares of Capital Stock of this Corporation shall be issued to the following person(s):

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Edwin G. Almeida	2935 NE 163 <sup>rd</sup> Street Apartment 4-0 North Miami Beach, Florida 33160	250
Leonard Larrea	2935 NE 163 <sup>rd</sup> Street Apartment 4-0 North Miami Beach, Florida 33160	250

#### ARTICLE VIII

The name and address of the incorporator and the address of the principal office and registered office is:

EDWIN G. ALMEIDA  
2935 NE 163<sup>rd</sup> Street  
Apartment 4-0  
North Miami Beach, Florida 33160

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant 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/registered agent, in the State of Florida.

1. The name of the corporation is:

VIDEO CLIP PRODUCTIONS, INC.

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

EDWIN G. ALMEIDA  
2935 N.E. 163<sup>rd</sup> Street  
Apartment 4-0  
North Miami Beach, Florida 33160

DATED: November 1<sup>st</sup>, 1996

SIGNATURE:   
TITLE: PRESIDENT  
DATE: 11/1/96

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 THIS 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:   
DATE: 11/1/96

FILED

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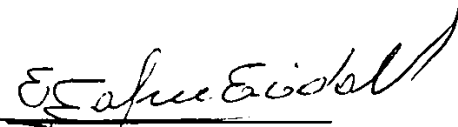
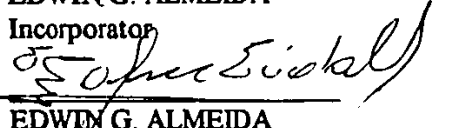
DADE COUNTY  
FLORIDA

ARTICLE IX

The name and address of the initial registered agent is:

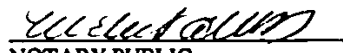
EDWIN G. ALMEIDA  
2935 NE 163<sup>rd</sup> Street  
Apartment 4-0  
North Miami Beach, Florida 33160

DATED: November 1, 1996

  
EDWIN G. ALMEIDA  
Incorporator  
  
EDWIN G. ALMEIDA  
Initial Registered Agent

STATE OF FLORIDA     )  
                                  )  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 1st day of November, 1996, by EDWIN G. ALMEIDA, as Incorporator and Initial Registered Agent.

  
NOTARY PUBLIC  
State of Florida at Large  
My Commission Expires:

