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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 179445 7119946

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 6, 1996

ORDER TIME : 3:18 PM

ORDER NO. : 179445-005

CUSTOMER NO: 7119946

CUSTOMER: Ms. Roselyn Savinon
T. H. BUSCAGLIA AND
ASSOCIATES
Suite 200, Warner Place
111 Southwest Fifth Avenue
Miami, FL 33130

700002023077--0
-12/09/96--01008--022
***122.50 ***122.50

DOMESTIC FILING

NAME: SGT. VIDEO, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

RECEIVED
96 DEC -6 PM 4:06
DIVISION OF CORPORATION

12996

ARTICLES OF INCORPORATION

SGT. VIDEO, INC.

FILED

96 DEC -6 AM 11:39

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I - NAME

The name of this corporation is

SGT. VIDEO, INC.

ARTICLE II - BEGINNING OF CORPORATE EXISTENCE AND DURATION

The existence of this corporation shall commence on the earliest day allowable pursuant to Florida law for the commencement of corporate existence, and shall continue perpetually unless dissolved pursuant to Florida law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business allowed under the laws of the State of Florida and the United States.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 3,000 shares of One Dollar (\$1.00) Par Value Voting Common Stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

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Registered Agent

Street Address of Registered Office

Company Agent, Inc.

Warner Place - Suite 200
111 Southwest Fifth Avenue
Miami, Florida 33130-1381

The principal place of business is 1013 South Hiawasse Road, Suite 3617, Orlando, Florida 32835-1890.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one initial director. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one.

The name and address of the initial director is:

Thomas H. Buscaglia

Warner Place - Suite 200
111 Southwest Fifth Avenue
Miami, Florida 33130-1381

ARTICLE VII - INCORPORATOR

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

Thomas H. Buscaglia
Warner Place - Suite 200
111 Southwest Fifth Avenue
Miami, Florida 33130-1381

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify all officers and directors, and former officers and directors, to the full extent permitted by law as the law now exists or may be amended hereafter.

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FILED

96 DEC -6 AM 11:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned incorporator has executed the Articles of Incorporation this 5th day of December, 1996.

INCORPORATOR


Thomas H. Buscaglia, Esquire

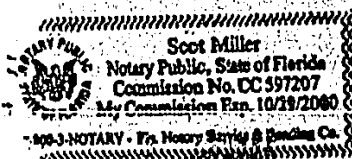
STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Thomas H. Buscaglia known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 5 day of December, 1996.


Notary Public
State of Florida at Large

My commission Expires:



REGISTERED AGENT

I, the undersigned, hereby accept my appointment as registered agent of SGT. Video, Inc. as set forth in the foregoing Articles of Incorporation.

COMPANY AGENT, INC.

By 
Thomas H. Buscaglia
President

Date 12/5/96