

P97000007707

Humberto Gutierrez  
1375 Daytonia Road  
Miami Beach, FL 33141

January 15, 1997

Secretary of State  
Division of Corporations  
409 East Gaines  
Tallahassee, FL 32399

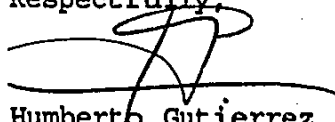
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\*\*\*\*122.50 \*\*\*\*122.50

Dear Sirs :

Enclosed find one original and a copy of the Articles of Incorporation of VideoFilms, Inc.. Also find enclosed a check made payable to the Secretary of State in the amount of \$122.50 which includes the statutory filing fee.

Your assistance in establishing the corporation to be known as VideoFilms, Inc. is appreciated.

Respectfully,

  
Humberto Gutierrez  
Registered Agent

FILED  
97 JAN 21 PM 4:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

102 JAN 27 1997

ARTICLES OF INCORPORATION  
OF  
VIDEOFILMS, INC.

**FILED**  
97 JAN 21 PM 4:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA.

ARTICLE I - NAME

The name of the corporation is VideoFilms, Inc.

ARTICLE II - DURATION

This corporation is to exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock 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 price at which it is offered to others.

ARTICLE VI - PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

The principal office of this corporation is at 1375 Daytonia Road, Miami Beach, Florida 33141. The street address of the registered office of this corporation is 1375 Daytonia Road, Miami Beach, Florida 33141, and the name of the registered agent of this corporation at that address is Humberto Gutierrez.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time, in accordance with the by-laws of the corporation, but shall never be less than one (1). The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>Title</u>	<u>Address</u>
Humberto Gutierrez	Pres.	1375 Daytonia Road Miami Beach, FL 33141

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Humberto Gutierrez  
1375 Daytonia Road  
Miami Beach, FL 33141

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

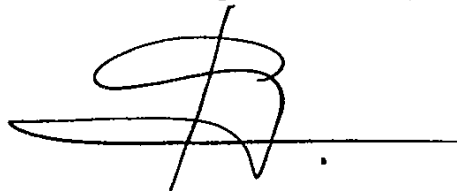
ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereof, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS THEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 15th day of January, 1997.



Humberto Gutierrez

STATE OF FLORIDA

COUNTY OF DADE

THE FOREGOING ARTICLES OF INCORPORATION were sworn to and acknowledged before me on this 17 day of January, 1997 by Humberto Gutierrez, personally known to me.



Notary Public,  
State of Florida

My commission expires:



MARIA C FERNANDEZ  
My Commission CC463093  
Expires Sep. 07, 1999

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS  
WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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In pursuance of Chapter 48.091, Florida Statutes, the following  
is submitted in compliance with said Act:

THAT, VIDEOFILMS, INC. desiring to organize under the laws  
of the State of Florida, with its principal offices as indicated  
in the Articles of Incorporation has named Humberto Gutierrez, as  
its Agent to accept service of process within the State.

ACKNOWLEDGEMENT

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

By: 

Humberto Gutierrez

FILED  
97 JAN 21 PM 4:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA