

P970000

22757

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

No 53739

RE: United Video
Systems, Inc.

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED

1997 MAR 13 PM 11:30

FILED

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™	_____	_____
<input checked="" type="checkbox"/> Art. of Inc. File	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership File	_____	_____
<input type="checkbox"/> Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> () Cert. Copy(s)	_____	_____
<input type="checkbox"/> Art. of Amend. File	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input type="checkbox"/> C U S-	_____	_____
<input type="checkbox"/> Fictitious Name File	_____	_____
<input type="checkbox"/> Name Reservation	_____	_____
<input type="checkbox"/> Annual Report/Reinstatement	_____	_____
<input type="checkbox"/> Reg. Agent Service	_____	_____
<input type="checkbox"/> Document Filing	_____	_____
<input type="checkbox"/> Corporate Kit	_____	_____
<input type="checkbox"/> Vehicle Search	_____	_____
<input type="checkbox"/> Driving Record	_____	_____
<input type="checkbox"/> Document Retrieval	_____	_____
<input type="checkbox"/> UCC 1 or 3 File	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> File No.'s, _____ Copies	_____	_____
<input type="checkbox"/> Courier Service	_____	_____
<input type="checkbox"/> Shipping/Handling	_____	_____
<input type="checkbox"/> Phone ()	_____	_____
<input type="checkbox"/> Top Priority	_____	_____
<input type="checkbox"/> Express Mail Prep.	_____	_____
<input type="checkbox"/> FAX () pgs.	_____	_____
SUBTOTALS	_____	_____

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
DATE _____
TIME _____ CK No. _____
BY _____

WALK-IN 3/13 12:00
Will Pick Up _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION
OF
UNITED VIDEO SYSTEMS, INC.

FILED
97 MAR 13 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME AND ADDRESS

The name of this corporation is UNITED VIDEO SYSTEMS, INC. The principal address of the corporation shall be located at 745 Orienta Avenue, Suite 1211, Altamonte Springs, Florida 32701.

ARTICLE II

DURATION

The period of its duration is perpetual.

ARTICLE III

PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 100,000 shares, all of one class, with a \$.01 par value.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The name and address of the registered agent and office of this corporation is as follows:

Todd M. Hoepker, P.A.
250 North Orange Avenue
Suite 1700
Orlando, Florida 32801

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (5) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than five (5).

The names and addresses of the initial directors of this corporation are:

KEVIN D. ROHE
745 Orienta Avenue
Suite 1211
Altamonte Springs, FL 32701

SCOTT BONGIORNO
745 Orienta Avenue
Suite 1211
Altamonte Springs, FL 32701

FLOYD COBB
745 Orienta Avenue
Suite 1211
Altamonte Springs, FL 32701

WILLIAM STAPLES
745 Orienta Avenue
Suite 1211
Altamonte Springs, FL 32701

JEFFREY KLEIN
745 Orienta Avenue
Suite 1211
Altamonte Springs, FL 32701

ARTICLE VII

INCORPORATOR

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

Todd M. Hoepker, P.A.
250 North Orange Avenue
Suite 1700
Orlando, Florida 32801

ARTICLE VIII

NON-RESIDENT DIRECTORS

Directors need not be residents of the State of Florida.

ARTICLE IX

DIRECTORS' AUTHORITY TO FIX COMPENSATION

Directors shall have authority to fix the compensation of the officers of this corporation.

ARTICLE X

AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto. The power to adopt, amend or repeal the Articles of Incorporation of this corporation shall be vested in the Shareholders by a majority vote.

ARTICLE XI

INDEMNIFICATION

The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this corporation.

ARTICLE XII

SHAREHOLDERS QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIII

REMOVAL OF DIRECTORS

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

ARTICLE XIV

INFORMAL ACTION

If all the shareholders and directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the shareholders or the directors.

ARTICLE XV

RESTRICTIONS ON TRANSFER OF STOCK

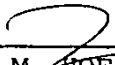
Restrictions on the sale or transfer of the stock of this corporation may be set forth in a buy-sell agreement.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 12 day of March, 1997.


TODD M. HOEPKER, P.A.
Incorporator

STATEMENT OF REGISTERED AGENT

I hereby accept the appointment as registered agent, I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.


TODD M. HOEPKER, ESQUIRE
Registered Agent

STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, the undersigned authority, personally appeared the following individual, TODD M. HOEPKER, ESQUIRE, to me known to be the person who executed the foregoing Articles of Incorporation, as Incorporator and Registered Agent, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12th day of March, 1997.



Carol Seigworth
My Commission CC594848
Expires Oct. 21, 2000


NOTARY PUBLIC

NAME PRINTED:

My Commission Expires: CC594848

Carol Seigworth

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FILED
97 MAR 13 AM 11:30
TALLAHASSEE, FLORIDA