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ACCOUNT NO. : 072100000032

REFERENCE : 309622 82349A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 27, 1997

ORDER TIME : 10:02 AM

ORDER NO. : 309622-005

CUSTOMER NO: 82349A

CUSTOMER: Rodger L. Spink, Esq  
RODGER L. SPINK, INC.

1640 N. 69th Way

Hollywood, FL 33024

FILED  
97 MAR 27 PM 1:48  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: VIDEO TO GO, INC.

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-03/27/97--01067--027

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

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: Susana Romagosa

EXAMINER'S INITIALS:

RECEIVED  
97 MAR 27 AM 11:37  
DIVISION OF CORPORATION

8N MAR 27 1997

EFFECTIVE DATE  
3/25/97

ARTICLES OF INCORPORATION  
OF

FILED  
97 MAR 27 PM 1:48  
TALLAHASSEE, FLORIDA

VIDEO TO GO, INC.

I, the undersigned, being of legal age, do hereby form a corporation for profit under the laws of the State of Florida authorizing the formation of corporations.

ARTICLE I - NAME

The name of the corporation is VIDEO TO GO, INC.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in an activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 500 shares of common stock, each share having a par value of \$1.00.

Authorized capital stock may be paid in cash, services or property, at a value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of the capital with which this corporation shall begin business is FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

**ARTICLE VI - ADDRESS AND REGISTERED ADDRESS**

The initial street address of the principal office of this corporation is 4030 S.W. 40th Ave., Pembroke Park, Fl 33023.

**ARTICLE VII - INITIAL DIRECTOR**

There shall be one director initially, and there shall never be less than one director. The name and address of the initial director who shall hold office until his successors are elected and have qualified is:

<u>NAME</u>	<u>ADDRESS</u>
FRANCESCO FIORENTINO	4030 S.W. 40th Ave. Pembroke Park, Fl 33023

**ARTICLE VIII - INCORPORATORS**

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

<u>NAME</u>	<u>ADDRESS</u>
FRANCESCO FIORENTINO	4030 S.W. 40th Ave. Pembroke Park, Fl 33023

**ARTICLE IX - EFFECTIVE DATE**

These Articles of Incorporation shall be effective upon the date of execution and acknowledgment of these Articles. In the event that these Articles are not filed with the Department of State within five (5) days, exclusive of legal holidays, after subscription and acknowledgment are filed with the Department of State.

#### **ARTICLE X - INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law. Such indemnification shall include costs and reasonable attorney's fees reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action suit or proceedings in which he may be involved or to which he may have been a party by reason of his being or having been a Director or Officer of the corporation. Such indemnification shall not be made in relation to a matter in which he is adjudged to have been derelict in the performance of his duty as such officer or director.

#### **ARTICLE XI - AMENDMENT**

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

#### **ARTICLE XII - REGISTERED AGENT**

The Registered Agent of this corporation, designated as the corporation's agent to accept service of process within the State of Florida, shall be FRANCESCO FIORENTINO, 4030 S.W. 40th Ave., Pembroke Park, Fl 33023.

#### **ARTICLE XIII - CONSENT IN WRITING IN LIEU OF MEETING**

Any action that may be taken at a meeting of the stockholders of this Corporation may be taken without formal meeting, if consent

IN WITNESS WHEREOF the undersigned Incorporator has executed these Articles of Incorporation, this 25 day of March, 1997.

FRANCESCO FIORENTINO

Having been named Registered Agent, I hereby accept the  
ed Agent, I hereby accept the appointment as Registered Agent.  
am familiar with and accept the obligations of Section 607.0505,  
Florida Statutes.

SEE FLORIDA  
PM 4:48

FRANCESCO FLORENTINO

COUNTY OF BROWARD

BEFORE ME, a Notary Public, personally appeared, FRANCESCO FIORENTINO, to me known to be the person described as Incorporator and Registered Agent and who executed the foregoing Acceptance and Acknowledgment of Registered Agent, and acknowledgement before me that he executed these Articles of Incorporation on this 24 day of March, 1997.

Notary Public:

My Commission Expires:

