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FILED  
97 MAY 20 AM 9:45  
TALLAHASSEE, FLORIDA

May 5, 1997

Secretary of State  
Division of Corporations  
Tallahassee, FL 32314

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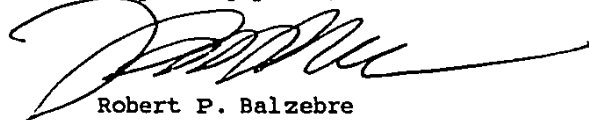
RE: Tony King Sales Inc.

Dear Agent,

Please find enclosed Articles of Incorporation for the above referenced corpoarte entity. Please file accordingly and remit a certified copy of the articles to my attention.

Please direct any inquiries regarding this matter immediately to my attention.

Very truly yours,



Robert P. Balzebre

cc: Russo & Baker, P.A.

/rpb.starlight

315)854-9481

W97-10923  
R/H 5/12/97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

May 12, 1997

ROBERT P. BALZEBRE, ESQ.  
3843 KUMQUAT AVE  
MIAMI, FL 33133

SUBJECT: TONY KING SALES, INC.  
Ref. Number: W97000010923

We have received your document for TONY KING SALES, 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):

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.

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) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 297A00025271

ARTICLES OF INCORPORATION

FOR

TONY KING SALES, INC.

FILED

97 MAY 20 AM 9:45

TALLAHASSEE, FLORIDA

I, the undersigned, acting as incorporator of a corporation under the laws of Florida, adopt the following Articles of Incorporation for such corporation and file these Articles of Incorporation in the Office of the Secretary of the State of Florida.

ARTICLE I

The name of this corporation shall be:

TONY KING SALES, INC..

ARTICLE II

This corporation shall have the following purpose:

To establish, maintain, and carry on any lawful purpose relating to the production, advertisement, marketing, and distribution of video format tapes and any other lawful business purpose.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares of no par value.

ARTICLE IV

The corporation shall have perpetual existence.

ARTICLE V

The amount of capital with which the corporation will begin business will be no less than \$500.00.

ARTICLE VI

The principal office of the corporation will be 1725 Wakeena Drive, Coconut Grove, FL 33133.

ARTICLE VII

The initial street address of the initial registered office of the corporation will be 1725 Wakeena Drive, Coconut Grove, Florida, 33133, and the name of the initial registered agent of this corporation at that address is TONY KING.

ARTICLE VIII

The names and addresses of the members of the first Board of Directors are:

TONY KING	1725 Wakeena Drive	President
	Coconut Grove, FL 33133	
TONY KING	1725 Wakeena Drive	Vice Pres./
	Coconut Grove, FL 33133	Secrty/Treas.

ARTICLE IX

The names and addresses of the persons signing these Articles of Incorporation are as follows:

TONY KING	1725 Wakeena Drive
	Coconut Grove, FL 33133

ARTICLE X

The first bylaws of the Corporation shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided by the bylaws. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation, not inconsistent with the Florida General Corporation Act or these Articles of Incorporation.

I, the undersigned, being the original subscriber to these Articles of Incorporation, do hereby make, subscribe, acknowledge and file these Articles and certify that the facts stated herein are true and have hereunto set our hands and seals, this 2 day of ~~February~~, 1997. May, 1997.

Tom Barbusca

TOM BARBUSCA  
(Printed Name of Witness)

Sandra Harris

SANDRA HARRIS  
(Printed Name of Witness)

Tony King

TONY KING

whose address is:  
1725 Wakeena Drive  
Coconut Grove, FL 33133

STATE OF FLORIDA

COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared TONY KING., who is either (a) **PERSONALLY KNOWN TO ME**, or (b) **PRODUCED TO ME AS THEIR IDENTIFICATION** K 520-921-62-009-0 and which expires on January 2002, and who did take an Oath, to me known to be the persons described in and who executed the foregoing instrument and they acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid, this 2 day of May, 1997.

Natasha D. Rennie

Natasha D. Rennie  
(Printed Name of Notary Public)

Notary Public

My Commission # CC 633681

Expires: March 27, 2001

NATASHA D. RENNIE  
Notary Public - State of Florida  
My Commission Expires Mar 27, 2001  
Commission # CC633681

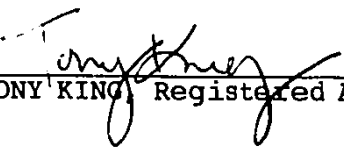
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DALLAS, TEXAS

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for TONY KING SALES, INC., at 1725 Wakeena Drive, Coconut Grove, FL 33133, 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 all my duties.

  
\_\_\_\_\_  
TONY KING, Registered Agent