

P97000044945

Daniel J. Weinberg, P.A.

Daniel J. Weinberg
Certified Public Accountant

MEMBER:

American Institute of CPA's
New York State Society of CPA's
Florida Institute of CPA's

May 14, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: Euro-Star Video & Music, Inc.
(Proposed corporate name)

700002182737--6
-05/19/97--01068--005
*****70.00 *****70.00

To Whom It May Concern:

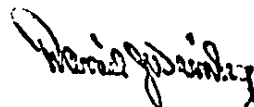
Enclosed please find original Articles of Incorporation together with one (1) copy along with a check in the amount of \$70.00 to cover the filing fees for the abovementioned corporation.

Please send acknowledgment receipt to:

Michael Fazzino
Euro-Star Video & Music, Inc.

c/o DANIEL J. WEINBERG, P.A.
1761 W. Hillsboro Blvd., Suite 205
Deerfield Beach, FL 33442

Very truly yours,



Daniel J. Weinberg
Certified Public Accountant

DJW/clw
:articles.curo:

FILED
97 MAY 19 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

711 5/21/97

Articles of Incorporation
of

Euro-Star Video & Music, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

Euro-Star Video & Music, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

6815 Sunset Strip
Sunrise, FL 33313

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: ONE THOUSAND (1,000) SHARES AT TEN CENTS (\$.10) EACH

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TALLAHASSEE, FLORIDA

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Michael Fazzino
6815 Sunset Strip
Sunrise, FL 33313

ARTICLE V - INCORPORATOR(S)

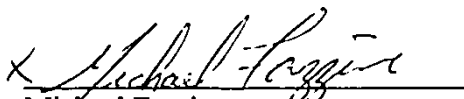
The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation:

Julian Bavero
6815 Sunset Strip
Sunrise, FL 33313

Michael Fazzino
6815 Sunset Strip
Sunrise, FL 33313

THE UNDERSIGNED, has(have) executed these Articles of Incorporation this

14th day of May, 1997.


Michael Fazzino

ARTICLE VI - PURPOSES

Business Purpose: Rent and sell videos and music to the general public.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE


Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is:

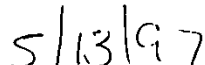
Euro-Star Video & Music, Inc.

The registered agent and office is:

Michael Fazzino
6815 Sunset Strip
Sunrise, FL 33313



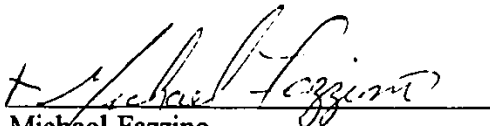
Michael Fazzino



Date

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED
IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED
AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER
AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH
AND ACCEPT THE OBLIGATIONS OF MY POSITIONS AS REGISTERED AGENT.



Michael Fazzino

5/13/97

Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA