

P97000046623

INTERNATIONAL VIDEO CONSULTANTS, INC.
23359 Water Circle
Boca Raton, Florida 33486
561-367-0234

May 7, 1997

COPY

State of Florida
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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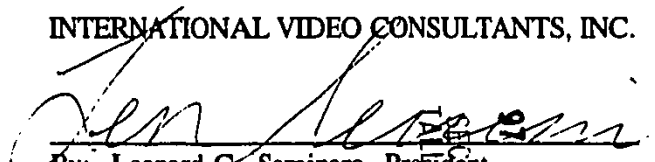
Gentlemen:

Please find enclosed the following:

1. Check made payable to Secretary of State in the amount of \$122.50.
2. Two (2) copies of "Certificate Designating (or Changing) Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Served."
3. Two (2) copies of "Articles of Incorporation of INTERNATIONAL VIDEO CONSULTANTS, INC."

Sincerely yours,

INTERNATIONAL VIDEO CONSULTANTS, INC.


By: Leonard G. Seminara, President

Enc.

FILED
97 MAY 27 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc 5/27/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 14, 1997

LEONARD G. SEMINARA
23359 WATER CIRCLE
BOCA RATON, FL 33486

SUBJECT: INTERNATIONAL VIDEO CONSULTANTS, INC.
Ref. Number: W97000011214

We have received your document for INTERNATIONAL VIDEO CONSULTANTS, 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):

You only sent the copy of articles we need the original articles with the original signatures.

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) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 397A00025880

ARTICLES OF INCORPORATION
OF
INTERNATIONAL VIDEO CONSULTANTS, INC.

FILED
97 MAY 27 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED subscribe to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is INTERNATIONAL VIDEO CONSULTANTS, INC.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity 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 one time is Five Hundred (500) shares having a nominal or par value of One Dollar (\$1.00 per share).

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than Five Hundred Dollars (\$500.00).

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

**ARTICLE VI - ADDRESS OF REGISTERED
OFFICE AND REGISTERED AGENT**

The initial street address of the Registered Office of this corporation in the State of Florida is 23359 Water Circle, Boca Raton, Florida 33486.

**ARTICLE VII - PRINCIPAL OFFICE
AND MAILING ADDRESS OF THE CORPORATION**

The initial street address of the principal office and mailing address of this corporation in the State of Florida is 23359 Water Circle, Boca Raton, Florida 33486.

ARTICLE VIII - DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the by-laws adopted by the stockholders.

ARTICLE IX - INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors is:

Leonard G. Seminara	23359 Water Circle Boca Raton, Florida 33486
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ARTICLE X - SUBSCRIBERS

The names and post office addresses of each subscriber of these Articles of Incorporation, the number of shares of stock that each agrees to take, and the value of the consideration therefore are:

<u>Name</u>	<u>Address</u>	<u>Shares</u>	<u>Consideration Not Less Than</u>
Leonard G. Seminara	23359 Water Circle Boca Raton, Florida 33486	500	\$500.00

ARTICLE XI - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII - PRE-INCORPORATION AGREEMENT


Prior to the filing of these Articles of Incorporation, the subscribers have agreed that they shall cause the corporation to adopt, prior to payment for or issuance of any shares of stock of the corporation, a Section 1244 Stock Plan covering those shares issued pursuant to these Articles.

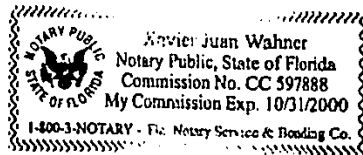
IN WITNESS WHEREOF, the Undersigned have caused their signatures to be placed hereon.


LEONARD G. SEMINARA

STATE OF FLORIDA]
]ss
COUNTY OF PALM BEACH]

I HEREBY CERTIFY that on this 7th day of May, 1997, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared LEONARD G. SEMINARA, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation.


Notary Public - State of Florida



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST, that INTERNATIONAL VIDEO CONSULTANTS, INC...

Desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the city of Boca Raton, State of Florida, has named **LEONARD G. SEMINARA**, located at 23359 Water Circle, Boca Raton, Florida 33486 as its agent to accept service of process within the State of Florida.

Signature: 
LEONARD G. SEMINARA

Title: President

Date: May 7, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 MY DUTIES.

Signature: 
LEONARD G. SEMINARA

Date: May 7, 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA