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Gary S. Edinger  
Attorney at Law

305 N.E. 1st Street • Gainesville, FL 32601 • Phone (352) 338-4440 • FAX (352) 337-0696

May 28, 1997

Division of Corporations  
Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399  
(904) 488-9000

**BY FEDERAL EXPRESS**

300002194723--6  
-05/29/97--01062--007  
\*\*\*122.50 \*\*\*122.50

RE: Incorporation of Santa Fe Video, Inc.

Dear Sir or Madam:

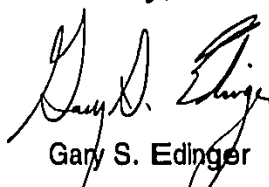
Enclosed are the original and one copy of the Articles of Incorporation for the above-referenced proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing payment of the following items:

Filing Fee	\$35.00
Certified Copy Fee	\$52.50
Registered Agent Fee	\$35.00
TOTAL	\$122.50

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

If the fees stated above have changed, or if there is anything further you require, please advise at your earliest convenience. Thank you for your kind assistance in this matter.

Sincerely,

  
Gary S. Edinger

AL JUN - 1 1997

gse  
Enclosures

FILED  
97 MAY 29 AM 8:19  
CLERK OF THE STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
SANTA FE VIDEO, INC.**

**FILED**  
97 MAY 29 AM 8:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to the Articles of Incorporation being a natural person competent to contract, hereby form a corporation under the laws of the State of Florida.

**ARTICLE I**

Name

The name of this corporation is SANTA FE VIDEO, INC.

**ARTICLE II**

General Nature of Business

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.

**ARTICLE III**

Capital Stock

The maximum number of shares that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of one mill (\$0.001) per share.

#### **ARTICLE IV**

##### **Preemptive Rights**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

#### **ARTICLE V**

##### **Duration**

This corporation shall exist perpetually, commencing upon filing of these Articles.

#### **ARTICLE VI**

##### **Initial Principal Office and Registered Agent**

The Registered Agent and the street address of the initial Registered and Principal Office of this Corporation in the State of Florida shall be as follows:

THORNE N. WHITE  
6100 Avenue F  
McIntosh, Florida 32664

The Board of Directors may from time to time move the Registered Office to any other address in the State of Florida.

## **ARTICLE VII**

### **Board of Directors**

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-laws adopted by the stockholders, but shall never be less than two.

## **ARTICLE VIII**

### **Initial Directors**

The names of the initial directors of this Corporation and their street addresses are:

<u>Name</u>	<u>Address</u>
THORNE N. WHITE	6100 Avenue F McIntosh, Florida 32664
KARYN H. WHITE	6100 Avenue F McIntosh, Florida 32664

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and are qualified, whichever first occurs.

## **ARTICLE IX**

### **Indemnification**

The Corporation shall have the authority, but is not required to indemnify any Director, Officer, employee or agent of the Corporation under those circumstances in which indemnification would be proper pursuant to Florida law.

## **ARTICLE X**

### **Incorporator**

The names and street addresses of the persons signing these Articles are:

<u>Name</u>	<u>Address</u>
THORNE N. WHITE	6100 Avenue F McIntosh, Florida 32664
KARYN H. WHITE	6100 Avenue F McIntosh, Florida 32664

## **ARTICLE XI**

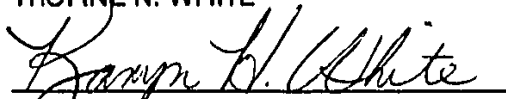
### **Amendment**

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 unanimous vote of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

IN WITNESS THEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 28<sup>th</sup> day of May, 1997.



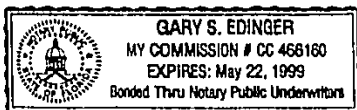
THORNE N. WHITE



KARYN H. WHITE

STATE OF FLORIDA  
COUNTY OF ALACHUA

BEFORE ME, the undersigned authority, personally appeared THORNE N. WHITE and KARYN H. WHITE, who are personally known to me, and who did not take an oath, and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation on the 28<sup>th</sup> day of May, 1997.



  
NOTARY PUBLIC, State of Florida

My Commission Expires:

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

The following is submitted, in compliance with Section 48.091, Florida  
Statutes:

That SANTA FE VIDEO, INC., desiring to organize under the laws of the  
State of Florida with its principal office as indicated in the Articles of  
Incorporation at the City of Gainesville, County of Alachua, State of Florida has  
named THORNE N. WHITE, located at 6100 Avenue F, City of McIntosh, County  
of Marion, State of Florida as its agent to accept service of process within this  
State.

### **ACKNOWLEDGMENT**

Having been named to accept the service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the responsibility to act in this capacity, and I agree to comply with the provisions of said Act relative to keeping open said office.

BY: Thorne N. White  
THORNE N. WHITE

FILED  
97 MAY 29 AM 8:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA