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FLORIDA DIVISION OF CORPORATIONS
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FLORIDA DIVISION OF CORPORATIONS
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((H97000011755 0))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: GOLD VIDEO CLUB, INC.
AUDIT NUMBER.....H97000011755
DOC TYPE.....FLORIDA-PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 3
CERT. COPIES.....0 DEL.METHOD.. FAX
EST.CHARGE.. \$78.75

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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ARTICLES OF INCORPORATION
OF
GOLD VIDEO CLUB, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida and all rights and duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

Article I

The name of the Corporation shall be:

GOLD VIDEO CLUB, INC.

Article II

This Corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

Article III

This Corporation may engage or transact in any and all lawful activities or business permitted under the laws of the United States, State of Florida, or any other state, country, territory, or nation.

Article IV

The aggregate number of shares which this corporation shall have authority to issue is the total of 100 shares, having an individual value of \$1.00 each, and shall be only Common class of stock of this corporation. The shares shall be issued as follows:

Salustiano Gonzales 100 Shares

Article V

The name and address of the initial registered agent, registered office, and principle office of this corporation shall be:

SALUSTIANO GONZALES
486 Palm Avenue
Hialeah, FL 33010

Prepared by: John A. Davis
12 Canal Street
Miami Springs, FL 33166
(305) 863-0000

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Article VI

The initial Board of Directors shall consist of one person. The name of the person who is to serve as initial director is:

SALUSTIANO GONZALES
486 Palm Avenue
Hialeah, FL 33010

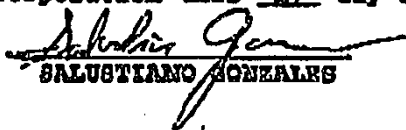
PRESIDENT, SECRETARY

Article VII

The name and address of the incorporator executing these Articles of Incorporation is:

SALUSTIANO GONZALES
486 Palm Avenue
Hialeah, FL 33010

IN WITNESS WHEREOF, The undersigned incorporator has executed these Articles of Incorporation this 17 day of JULY, 1997.


SALUSTIANO GONZALES

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State of Florida and county set forth above, personally appeared SALUSTIANO GONZALES, known to me to be the person who executed the foregoing Articles of Incorporation, and has acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this ____ day of JULY, 1997.

NOTARY PUBLIC, State of Florida
at large

My Commission Expires:

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In pursuance of Chapter 607.36 Florida Statutes, the following is submitted, in compliance with said act:

First-That GOLD VIDEO CLUB, INC. desiring to organize under
(name of Corporation)

the laws of the State of Florida with its principle office, as indicated in the Articles of Incorporation at the COUNTY OF DADE, State of Florida has named SALUSTIANO GONZALES located at
(Name of Registered Agent)

686 Palm Avenue City of Hialeah, County
(Street Address and number)

of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

By: [Signature]
Signature/
Registered Agent

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