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LAW OFFICES  
**JOHN P. WILKES**

PROFESSIONAL ASSOCIATION  
SUITE 200

150 NORTH FEDERAL HIGHWAY  
FORT LAUDERDALE, FLORIDA 33301

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FACSIMILE (954) 467-6508

July 23, 1997

Via Federal Express

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

100002251461--5  
-07/29/97--01119--001  
\*\*\*122.50 \*\*\*122.50

Re: Articles of Incorporation of VidKid Distribution, Inc.

Dear Sirs:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation. I am also enclosing my check in the amount of \$122.50, which represents the filing fee required to form a new corporation. Please return a filed copy of the Articles to this office by the enclosed self-addressed and stamped envelope.

Should you have any questions regarding the foregoing, please call me.

Sincerely,

*Jean T. Sherman*

JEAN T. SHERMAN  
Legal Assistant

/jts  
Enclosures

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUL 28 PM 1:23

7-28-97  
WS

## **ARTICLES OF INCORPORATION**

**OF**

**VidKid Distribution, Inc.**

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### **ARTICLE I - NAME**

The name of this corporation is: VidKid Distribution, Inc.

### **ARTICLE II - DURATION**

This corporation shall have perpetual existence.

### **ARTICLE III - PURPOSE**

This corporation is organized pursuant to Florida Statutes §607 to engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

### **ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of at \$1.00 par value common stock.

### **ARTICLE V - VOTING RIGHTS**

Except as otherwise provided by law the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

### **ARTICLE VI - PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this corporation is:

3100 North 29<sup>th</sup> Court  
Hollywood, FL 33020

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SECRETARY OF CORPORATIONS  
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## ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director is:

STEVEN ADELSTEIN  
3100 North 29<sup>th</sup> Court  
Hollywood, FL 33020

## ARTICLE VIII - INCORPORATOR

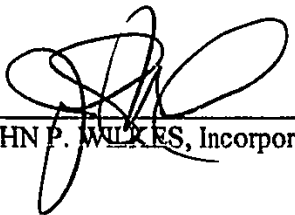
The name and address of the person signing these Articles is:

JOHN P. WILKES, ESQUIRE  
John P. Wilkes, P.A.  
150 North Federal Highway, Suite 200  
Fort Lauderdale, FL 33301

## ARTICLE IX - AMENDMENT

This corporation reserves the right to amend any provisions contained in these Articles of Incorporation and any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 22<sup>nd</sup> day of July, 1997.

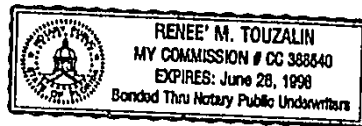
  
\_\_\_\_\_  
JOHN P. WILKES, Incorporator

STATE OF FLORIDA     )  
COUNTY OF BROWARD )

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared JOHN P. WILKES, personally known to me and known

by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid this 22<sup>nd</sup> day of July, 1997.



*Renee M. Touzalin*  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

RENEE M. TOUZALIN

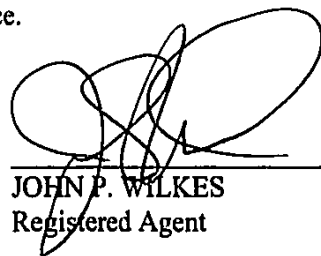
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That VidKid Distribution, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Hollywood, Florida designates JOHN P. WILKES, ESQUIRE, located at 150 North Federal Highway, Suite 200, City of Fort Lauderdale, County of Broward, State of Florida as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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.



JOHN P. WILKES  
Registered Agent