

97/28/97

MON

4:45

AT

1

655-567

ONS

R

Y

OAKLEY

ETAL

F

001

001

7/24/97

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

3:52 PM

((H97000012122 2)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: GUNSTER, YOAKLEY, ETAL. (WEST PALM BEACH)  
076117000420

ACCT#:

CONTACT: MARY BLACKFORD CHERRY

PHONE: (561)650-0728

FAX #: (561)655-5677

NAME: UNIVERSAL VIDEO, INC.

AUDIT NUMBER.....H97000012122

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE  
FAX

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

EFFECTIVE DATE  
7-21-97

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 JUL 28 AM 8:12

FILED



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 25, 1997

GUNSTER, YOAKLEY, ET AL.

SUBJECT: UNIVERSAL VIDEO, INC.  
REF: W97000017135

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of 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 (850) 487-6067.

Neyssa Culligan  
Document Specialist

FAX Aud. #: H97000012122  
Letter Number: 897A00037631

EFFECTIVE DATE  
7-21-97

H97000012122

ARTICLES OF INCORPORATION  
OF  
VIDEO WORLD, INC.

Article I

Name

The name of the corporation is VIDEO WORLD, INC.

Article II

Duration

The corporation shall have a perpetual existence.

Article III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The principal place of business of this corporation shall be:

1680 Barbados Road  
Lake Clarke Shores, Florida 33461

The mailing address of this corporation shall be:

1680 Barbados Road  
Lake Clarke Shores, Florida 33461

Doug Marek  
FL BAR #35180  
Gunster, Yoakley, Valdes-Fauli  
& Stewart, P.A.  
777 So. Fingler Dr., Ste. 500E  
West Palm Beach, FL 33401  
(561) 855-1980

FILED  
97 JUL 28 AM 8:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H97000012122

H97000012122

## Article V

Capital Stock

The corporation is authorized to issue ONE THOUSAND (1000) shares of No Dollars and One Cents (\$0.01) par value per share common stock.

## Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 4068-1 Forest Hill Boulevard, West Palm Beach, Florida 33406, and the name of the initial registered agent of this corporation at that address is Francisco Cabrera.

Pursuant to Florida Statute 607.0501(3), a written acceptance is attached.

## Article VII

Initial Board of Directors

The corporation shall have TWO (2) directors initially. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are listed below:

<u>Name</u>	<u>Address</u>
Hector Cabrera	4068-1 Forest Hill Boulevard West Palm Beach, Florida 33406
Francisco Cabrera	4068-1 Forest Hill Boulevard West Palm Beach, Florida 33406

## Article VIII

Incorporator

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

<u>Name</u>	<u>Address</u>
Hector Cabrera	4068-1 Forest Hill Boulevard West Palm Beach, Florida 33406

H97000012122

**Article IX****Powers**

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

**Article X****Indemnification**

This Corporation shall indemnify its directors and officers, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, from and against any and all claims, demands, losses, costs, expenses, obligations, liabilities, damages, recoveries and deficiencies, including interest, penalties, and reasonable attorney's fees, embracing but not limited to those incurred in defending a claim, action, suit, proceeding, whether civil, criminal, administrative or investigative, as well as appeals, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

**Article XI****Amendment**

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

**Article XII****Bylaws**

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal

H97000012122

any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment repeal by the directors.

Article XIII

Beginning of Corporate Existence

The date when corporate existence shall begin shall be July 21, 1997.

DATED: July 21, 1997

  
\_\_\_\_\_  
Hector Cabrera, Incorporator

H97000012122

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for VIDEO WORLD, INC., a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

DATED: July 21, 1997

REGISTERED AGENT

By:   
Francisco Cabrera

FILED  
97 JUL 28 AM 8:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H97000012122