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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 15 PM 12:55

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

500002268105--5
-08/15/97-01032-986
*****70.00 *****70.00

Gentlemen:

Enclosed please find our check in the amount of \$70.00 to cover Corporation charges for
WORLD AMERICAN VIDEO, INC., Frank P. Meyers, Registered Agent.

Very Truly Yours.



Frank P. Meyers
World American Video, Inc.

WORLD AMERICAN VIDEO INC
5919 TAVENDALE DRIVE,
ORLANDO, FL 32809

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D. BROWN AUG 15 1997

ARTICLES OF INCORPORATION
World American Video, Inc.

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The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Article of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be World American Video, Inc..

The principal place of business of this corporation shall be 5919 Tavendale Drive, Orlando, Florida 32809.

ARTICLE II NATURE OF BUSINESS.

This corporation may 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, country, territory or nation.

ARTICLE III CAPITAL STOCK.

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is 1000 shares at \$1.00 per share.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. OFFICERS DIRECTORS

The names and street addresses of the initial officers and directors who shall hold offices and first year of the corporation's existence or until their successor is elected, are:

Frank P. & Vickie L. Meyers
5919 Tavendale Drive
Orlando FL 32809.

ARTICLE VI INCORPORATOR.

The name and street address of the incorporator to this articles of incorporation is:

Frank P. and Vickie L. Meyers
5919 Tavendale Drive,
Orlando FL 32809

IN WITNESS WHEREOF, the undersigned incorporator has executed these.
Article of Incorporation this 13 day of Aug, 1997.

Signature of Incorporator.

[Handwritten signatures of Frank P. Meyers and Vickie L. Meyers]

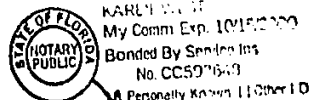
STATE OF FLORIDA
COUNTY OF ORANGE

THE FOREGOING instrument was acknowledged and sworn to before me this 13 day of Aug, 1997. by Frank P. Meyers and Vickie L. Meyers of World American Video, Inc.

Notary Public.

[Handwritten signature: Karen West]

My Commission Expires:

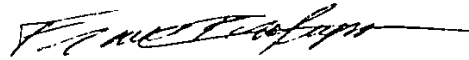


CERTIFICATE DESIGNATING
REGISTERED AGENT REGISTERED OFFICE

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Pursuant to the provisions of Section 607.325 Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office\registered agent, in the State of Florida.


1. The name of the corporation is WORLD AMERICAN VIDEO, INC.
2. The name and address of the registered agent and office is Frank P. Meyers, 5919 Tavendale Drive, Orlando FL. 32809

Signature: 

Title: *President*

Date: *8-13-97*

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES..

Signature: 

(Registered Agent)

Date: *8-13-97*