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NAME: 8 BALL VIDEO, INC.

AUDIT NUMBER.....H97000015374

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Morham  
Secretary of State

September 17, 1997

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SUBJECT: 8 BALL VIDEO, INCORPORATED  
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ARTICLES OF INCORPORATION  
OF  
8 BALL VIDEO, INC.

We, the undersigned natural persons of the age of twenty-one years or more, acting as Incorporators of a Corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such Corporation:

ARTICLE I

CORPORATE IDENTITY

The name of this corporation is 8 Ball Video, Inc.

It's

business address shall be:

920 N. W. 36<sup>th</sup> Street

Miami, Florida 33137

Prepared by A. Zayas, Acct, 910 West Ave, M Bch 305 531-3690

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## ARTICLE II

### DURATION

This Corporation shall have a perpetual existence, unless discontinued by agreement of the board of directors, or dissolved by the Florida Secretary of State; and shall commence business upon issuance of a Corporate Charter.

## ARTICLE III

### CORPORATE MISSION

The Corporation shall have unlimited power to engage in and do any lawful act concerning any or all lawful business for which corporations may be organized under this Act, including but not limited to:

- A: Ownership, management and operation of movie and compact disc rental and sale outlets, and arcade game rooms
- B: Ownership, management and operation of music, record and book stores
- C: Ownership, management and operation of multi-service personal and business operations, e.g. newspaper sales, copy centers, money order sales, and similar services

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D: Enter into any lawful arrangement for sharing profits, union interest, reciprocal association or cooperative association of any corporation, association, partnership, individual or other legal entity for the carrying on of any business.

E: Engage in the business activity of owning and leasing real estate and equipment, either as owner, partner, or under representation of another.

F: Acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including, without limitations, any shares of stocks, bonds, debentures, notes, mortgages or other obligations and any certificates, receipts or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association or corporation, or any government or subdivision, agencies or instrumentalities thereof; to make payment therefore in any lawful manner or to issue in exchange therefore its own securities or to use its unrestricted and

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unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities any and all rights, powers and privileges in respect thereof.

G: Do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for protection or benefit of this Corporation and to do said acts as fully and to the same extent as natural persons might or could do in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conduction with any other person, association or corporation.

H: The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the corporation and the enjoyment and exercise thereof as conferred by the laws of the State of Florida and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

#### ARTICLE IV

#### STOCK OWNERSHIP

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The initial number of shares which this Corporation shall issue is 100 shares at \$ 10.00 per share value. The initial allocation of shares, and the percentage of corporate ownership shall be as follows:

Olga I. Estopifiana	50 shares	50% ownership
Jose F. Jimenez	50 shares	50% ownership

#### ARTICLE V

##### CAPITALIZATION

This Corporation will not commence business until consideration of a value of at least \$ 100.00 has been received for the issuance of shares.

#### ARTICLE VI

##### INITIAL OFFICE AND AGENT

The address of this Corporation's initial registered office and the name of its original registered agent at such address is:

Ariel Zayas  
910 West Avenue  
Suite 716  
Miami Beach, Florida 33139

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Registered agent accepts this designation by his signature above.

ARTICLE VII

DIRECTORS/INCORPORATORS

The number of Directors constituting the initial Board of Directors of this Corporation is one. The name and address of the person who is to serve as Director until the first annual meeting of stockholders or until her successors are elected and qualified is:

Olga I. Estopiñana

Jose F. Jimenez

1185 N. W. 28<sup>th</sup> Street

Miami, Florida 33137

*Olga Estopiñana*  
*Jose F. Jimenez*

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The members of this initial Board are also the original incorporators and subscribers to these articles of incorporation.

ARTICLE VIII  
CORPORATION BY-LAWS

The Board of Directors is authorized and empowered to make, alter, amend and rescind the By-Laws of the corporation, but By-

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Laws made by the Board may be altered or repealed, and new By-Laws made, by the stockholders.

ARTICLE IX  
COMMON DIRECTORS  
TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall be either void or voidable, (a) because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or are part of a committee thereof which authorizes, approves or ratifies such contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining

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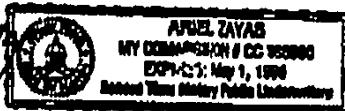
the presence of a quorum at a meeting of the Board of Directors or committee which authorizes, approves or ratifies such contract or transaction.

STATE OF FLORIDA

COUNTY OF DADE

On the 30<sup>th</sup> day of August of 1997 personally appeared before me Olga I. Estopiñana and Jose P. Jimenez, the signers of the within instrument, who presented FLA DRIVER # 201.670.44.798.0 and J 592. 446.66. 2040 as identification, and who duly acknowledged that they executed the same.

  
Notary Public



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