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((H97000015815 8))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: NKITA VIDEO CLUB, INC.

AUDIT NUMBER.....H97000015815

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

CERT. OF STATUS..0

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FLORIDA DIVISION OF CORPORATION

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L40046 - affidavit
attached.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 24, 1997

EMPIRE

SUBJECT: NKITA VIDEO CLUB, INC.
REF: W97000021974

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.

Nkita Video Club, Inc. was voluntarily dissolved, however the corporation must provide an affidavit stating that they will not revoke the dissolution. An officer/director of the corporation must sign. If no officers/directors an incorporator must sign the affidavit. ALL AFFIDAVITS MUST BE SIGNED AND NOTARIZED.

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.

Naysa Culligan
Document Specialist

FAX Aud. #: B97000015815
Letter Number: 597A00047363

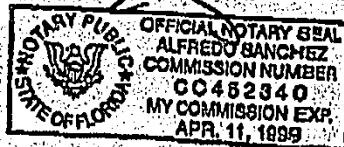
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TALLAHASSEE, FLORIDA

OCTOBER 9, 1997

I HEREBY STATE THAT NKITA VIDEO CLUB, INC. WAS VOLUNTARY
DISSOLVED AND THIS DISSOLUTION WILL NOT BE REVOKED AT ANY
TIME IN THE FUTURE.

Maria Ramirez
MARIA RAMIREZ
OFFICER



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ARTICLES OF INCORPORATION

of

NKITA VIDEO CLUB, CORP.

I, THE UNDERSIGNED, JESUS RODRIGUEZ, myself for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida.

ARTICLE I

The name of this corporation shall be:

NKITA VIDEO CLUB, CORP.

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things mentioned, as fully and to the same extent as natural persons might or could do, viz:

- a. To engage in any legal business.
- b. In the purchase or acquisition of the business rights of franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, to incur debt, and to raise, borrow, and secure the payment of money in any lawful manner, including issue and sale of other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidence of all kinds, whether secured by mortgage, pledge, deed or trust otherwise.
- c. Generally to perform and make contracts of any kind and description and for the purpose of attaining any of the objects of the corporation, to do and perform any other acts or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which now are, or hereafter may be authorized by law and generally to do and perform any and all things necessary or incident to the performing and carrying out of the powers hereinabove specifically delegated or implied.

Prepared By: Alfredo Sanchez, Accountant
5200 SW. 8 Street, Suite 107
Coral Gables, FL 33134
(305) 445-9028

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ARTICLE III

CAPITAL STOCK

The authorized capital stock of this corporation shall be divided into 100 shares of common stock of NON PAR value.

All said stocks shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for the purpose, or paid for, with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for the purpose. None of the stockholders herein, or anyone who may become stockholders of this corporation, shall have or shall ever have pre-emptive rights in and to any authorized or un-issued stocks of this corporation until such time as an Amendment to the By-Laws may be passed. This provision is made pursuant to Florida Statute 608.25.

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be a minimum of ONE HUNDRED AND FIFTY 00/100 DOLLARS.

ARTICLE V

CORPORATE EXISTING

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said Corporation shall be 2150 NORTHWEST 7 STREET, MIAMI, FL 33125, and with the privilege of having branch offices at other places within or without the State of Florida.

Prepared By: Alfredo Sanchez, Accountant
5200 S.W. 8 Street, Suite 107
Coral Gables, FL 33134
(305) 445-9025

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ARTICLE VII

The Resident Agent designated to accept service of process for the corporation shall be JESUS RODRIGUEZ.

ARTICLE VIII

The number of Directors of this corporation shall be not less than ONE (1) nor more than FIVE (5).

ARTICLE IX

DIRECTORS

The names and addresses of the first Board of Directors of this corporation who shall hold office for the first year or until their successors are chosen, shall be:

NAME	ADDRESS
JESUS RODRIGUEZ	2150 NORTHWEST 7 STREET MIAMI, FL 33125

ARTICLE X

The name and address of the Officers of this corporation who shall hold office for the first year or until their successors are chosen shall be:

NAME	TITLE	ADDRESS
JESUS RODRIGUEZ	PRESIDENT	2150 NORTHWEST 7 STREET MIAMI, FL 33125

ARTICLE XI

The names and post office addresses of the subscribers and the number of shares each agree to take are:

NAME	ADDRESS	NUMBER OF SHARES
JESUS RODRIGUEZ	2150 NORTHWEST 7 STREET MIAMI, FL 33125	100

Prepared By: Alvaro Sanchez, Accountant
5200 S.W. 9 Street, Suite 107
Coral Gables, FL 33134
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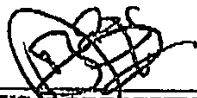
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ARTICLE XII

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that **NKITA VIDEO CLUB, CORP.** (name of the corporation) desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of **MIAMI**, State of Florida, has name **JESUS RODRIGUEZ**, 2150 **NORTHWEST 7 STREET, MIAMI, FL 33125**, as its agent to accept services of process within Florida.



JESUS RODRIGUEZ
CORPORATE OFFICER

DATE: **SEPTEMBER 16, 1997**

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.



JESUS RODRIGUEZ

DATE: **SEPTEMBER 16, 1997**

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SEP 17 1997
CLERK OF COURT
JULIA S. BROWN
CLERK

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ARTICLE XIII

ACKNOWLEDGMENT

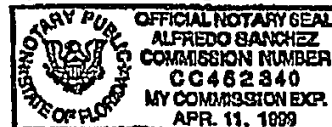
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I HEREBY CERTIFY that on this **16TH DAY OF SEPTEMBER, 1997**
Personally appeared before me, the undersigned Notary Public in and for the State of
Florida, **JESUS RODRIGUEZ**, parties to the foregoing Certificate of Incorporation,
and each acknowledged that he or she did make, subscribe and acknowledge the
foregoing Certificate as and for his or her voluntary act and deed, and that the facts herein
set forth are true and correct as given under my hand and official seal, the day and year
written at Miami, Dade County, Florida.



Notary Public
State of Florida at Large

My commission expires:



Subscribers:



JESUS RODRIGUEZ - PRESIDENT

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