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GEORGE G. ROMAN, E A
ACCOUNTING & TAX SERVICE

306 E. Waters Avenue
Tampa, Florida 33604

(813) 932-9855

October 23, 1997

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Secretary of State
Capitol Building
P.O. Box 6327
Tallahassee, Fl. 32314

Dear Sir:

Enclosed you will find the Articles of Incorporation in the name of Video Magic, Inc. which I request to be filed. I am also enclosing a check in the amount of \$122.50 made out to the Secretary of State. This amount is broken down for a filing fee of \$35.00, a registration fee of \$35.00 and \$52.50 for a certified copy of the charter from your office.

I would appreciate your office processing this charter at your earliest convenience.

Respectfully,

George G. Roman
George G. Roman, EA

97 OCT 27 AM 11:52
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED
10/29/97

EFFECTIVE DATE

10/23/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 OCT 27 AM 11:52

ARTICLES OF INCORPORATION

OF

VIDEO MAGIC, INC.

I, the undersigned hereby organize 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 said State of Florida, providing for the formation, rights, privileges, immunities and liabilities of corporations for profit.

ARTICLE I NAME

The name of the corporation shall be

VIDEO MAGIC, INC.

ARTICLE II DURATION

This corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these articles.

ARTICLE III PURPOSE

The corporation may engage in any activity or business under the laws of the United States and the State of Florida's General Corporation Act.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$150.00 par value common stock, which should be designated "Common Shares".

ARTICLE V CAPITAL

The amount of capital with which the corporation will begin business shall be \$15,000.00.

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial/principal registered office of this corporation is University East Shopping Center, 9549 East Fowler Avenue, Store /Bay #9549 Thonotosassa, Florida 33592. The name of the registered agent of this corporation at that address is Donald R. Keith. I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

Donald R. Keith
Donald R. Keith

ARTICLE VII

This corporation shall have one director, initially. The number of directors may be increased from time to time by a majority vote the stockholders, but shall never be less than one.

ARTICLE VIII

The name and street address of the member of the first Board of Director is:

Donald R. Keith
8207 Back Road
Plant City, Florida, 33565-3201

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ARTICLE IX INCORPORATORS

The name and address of the initial subscriber signing these articles is:

Donald R. Keith 8207 Back Road
Plant City, Florida, 33565-3201

ARTICLE X BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person in the amount set opposite his name:

Donald R. Keith 100 shares

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to this corporation. The price and terms at which, and the times within which such shares may be offered and sold, shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XII ADOPTION OF BY-LAWS

A special meeting of the subscribers or their assigns shall be held upon the call of the President for the purpose of

completing the organization of the corporation and the adoption of the by-laws and the transaction of such other business as may come before meeting.

ARTICLE XIII AMENDMENT

This 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 is subject to this reservation.

ARTICLE XIV TERMS OF ISSUING STOCK

Stock to be issued pursuant to these Articles of Incorporation shall be issued under the terms, provisions and conditions of Section 1244 of the Internal Revenue Code.

IN WITNESS WHEREOF, we have hereunto subscribed our names and affixed our seals to these Articles of Incorporation on this 23rd day of October 1997.

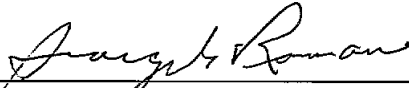
Donald R. Keith
Donald R. Keith, Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, personally appeared Donald R. Keith, who,
being first duly sworn, deposes and says that he is the
individual described in and who executed the foregoing Articles
of Incorporation and acknowledge before me that he executed the
same for the purpose therein expressed.

WITNESS my hand and official seal in the County and
State named above this 23rd day of October 1997.



NOTARY PUBLIC, STATE OF FLORIDA

Notary name printed:

George G. Roman

Commission # CC422358

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