



VIDEO PRODUCTIONS

P98000011426

January 31, 1998

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

300002421359--8
-02/04/98--01073--001
****131.25 ****131.25

RE : Incorporation of Take One Video Productions

Dear Sir or Madam:

Please file the enclosed Articles of Incorporation for the above-referenceed corporation. I have also enclosed a check in the amount of \$131.25 which is for the following:

\$ 35.00 Filing Fee
\$ 52.50 Certified copy of Articles of Incorporation
\$35.00 Registered Agent
\$ 8.75 Certificate of Status
131.25 Total

Thank you for your attention to this matter.

Sincerely,

Christopher Cantolino
Take One Video Productions
4708 Manatee Ave W.
Bradenton, FL 34209

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -4 AM 8:12

5/2/5



ARTICLES OF INCORPORATION
OF

TAKE ONE VIDEO, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -4 AM 8:12

The undersigned incorporate, for the purpose of forming a corporation under the Florida Business Corporation Act, has signed and adopted the following Articles of Incorporation and delivered them to the Florida Department of State for filing as provided in F.S. 607.0201.

ARTICLE I - NAME

The name of this corporation shall be: TAKE ONE VIDEO, INC.

ARTICLE II - EFFECTIVE DATE; DURATION

The corporation shall commence existence upon the filing of these Articles of Incorporation with the Secretary of State, and its existence shall continue until such time as the corporation is dissolved as provided by law.

ARTICLE III - CORPORATE PURPOSE AND POWERS

The corporation is formed primarily for the purpose of buying, holding, managing, selling, trading, and exchanging for profit real and personal property, both tangible and intangible; however, it may also engage in any lawful enterprise, and it shall have and exercise all lawful powers which an individual would have, including but not limited to those powers set forth in F.S. 607.0302.

ARTICLE IV - PRINCIPAL OFFICE

The principal place of business of this corporation shall be:
4708 Manatee Avenue West, Bradenton, Florida 34209 The mailing

address of this corporation shall be: 4705L Manatee Avenue West,
Bradenton, Florida 34209

ARTICLE V - CAPITAL STOCK

This corporation is authorized to have outstanding at any one time one hundred (100) shares of common stock.

ARTICLE VI - DIRECTORS

This corporation shall have at all times not fewer than two directors. The number of directors may be increased or decreased from time to time as provided in the bylaws. In the event that the bylaws shall provide for more than one director, the majority of directors remaining shall have the authority to fill any vacancies on the board until the next annual meeting of the board of directors. In the event a vacancy occurs, leaving the corporation without any director, the affairs of the corporation shall be conducted by the highest ranking officer until the vacancies in the board of directors can be filled by election by the shareholders. The initial director of this corporation is Christopher Cantolino.

ARTICLE VII - ADOPTION OF BYLAWS

The incorporator shall have power pursuant to F.S. 607.0206 to adopt the initial bylaws of the corporation. Once adopted, the bylaws shall be amended as provided therein.

ARTICLE VIII -- EMERGENCY BYLAWS

The directors of the corporation shall have power and authority to adopt emergency bylaws in the circumstances and to the extent provided in F.S. 607.0207. This Article shall not be deemed to conflict with Article VII, entitled "Adoption of Bylaws."

ARTICLE IX - PREEMPTIVE RIGHTS

Shareholders of this corporation shall not have preemptive rights with respect to the issuance of any new shares.

ARTICLE X - INITIAL REGISTERED AGENT AND ADDRESS

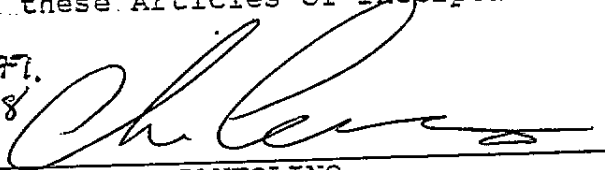
The name and address of the initial registered agent are:
Christopher Cantolino; 4708 Manatee Ave West,
Bradenton, FL 34209.

ARTICLE XI - INCORPORATOR

The name and mailing address of the incorporator of these Articles of Incorporation are: Christopher Cantolino, 4708 Manatee Avenue West, Bradenton, Florida 34209.

The undersigned has executed these Articles of Incorporation
this 19 day of ^{OC} October 1997.

Jan 1998


CHRISTOPHER CANTOLINO

ACCEPTANCE BY REGISTERED AGENT

Christopher Cantolino

Having been named as Registered Agent in Article X of the Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


Christopher Cantolino

Jan. 19, 1998
DATE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -4 AM 8:12