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FROM
Berkens
708 182nd Ave E.
Redington Shores FL 33708
(813) 398-4688

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS	
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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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98 FEB 13 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

VIPERVIDEO, INC.

ARTICLE 1: NAME

The name of this Corporation is **VIPERVIDEO, INC.**, constituted under chapter 607 Florida Statutes, identified and referred to as the Florida General Corporation Act.

ARTICLE 2: PURPOSE

This Corporation is organized, and may engage in any activity or business permitted under the laws of the United States and/or State of Florida.

ARTICLE 3: CAPITAL STOCK

This Corporation is authorized to issue Three Hundred (300) shares of common stock having unlimited voting rights and being entitled to receive the net assets of the corporation upon dissolution.

PARAGRAPH 4: EFFECTIVE DATE

The Corporation's existence shall commence on February 9, 1998, which is within five (5) business days of the filing of these Articles of Incorporation.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office, of this Corporation, is 2301 Dale Mabry Hwy North, Suite B, Tampa, Florida 33607, and the name of the initial registered agent, of this Corporation, is Henry Pena.

ARTICLE 6: PRINCIPAL OFFICE

The principal office, of this Corporation, is 2301 Dale Mabry Hwy North, Tampa, Florida 33607.

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TALLAHASSEE, FLORIDA

ARTICLE 7: INCORPORATOR

The name and address of each person signing these Articles is:

Henry Pena

2301 Dale Mabry Hwy. North
Suite B
Tampa, Florida 33607

ARTICLE 8: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 9: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws, or adopt new Bylaws, is vested in the majority of the shareholders.

ARTICLE 10: ELECTION OF DIRECTORS

The Directors of this Corporation shall be elected by a majority vote of the shares entitled to vote.

ARTICLE 11: QUALIFICATION OF DIRECTORS

The Directors of this Corporation must be a natural person, at least eighteen (18) years of age.

ARTICLE 12: REMOVAL OF DIRECTORS

A Director of this Corporation may be removed by the majority vote of the shareholders of the Corporation.

ARTICLE 13: PREEMPTIVE RIGHTS

Each holder of the common stock, of this Corporation, shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue, from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder, at the time of the issue, bears to the total number of shares of common stock then outstanding, exclusive of treasury shares. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase, pursuant to such preemptive rights, within thirty (30) days of his receipt of a written notice, from this Corporation, stating the price, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights.

ARTICLE 14: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have one (1) director. The number of directors may be either increased or diminished, from time to time, by the By-Laws but shall never be less than one (1). The name and address, of the director, of this Corporation is:

Henry Pena

2301 Dale Mabry Hwy. North
Suite B
Tampa, Florida 33607

ARTICLE 15: NO EMERGENCY BY-LAWS

The Board of Directors of the Corporation do not have the power to adopt emergency bylaws, within the meaning of section 607.0207, Florida Statutes.

ARTICLE 16 CALL OF SPECIAL MEETING OF SHAREHOLDERS

A Special meeting of the shareholders may be called on by all the Board of Directors, or the holders of one hundred percent (100%) of the outstanding shares.

ARTICLE 17 AFFILIATED TRANSACTION RULES

The Affiliated Transaction Rules contained in Section 607.0901, Florida Statutes shall not apply to this Corporation.

ARTICLE 18 AMENDMENT

This Corporation, through a unanimous vote of the Board of Directors, reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 9th day of February 1998

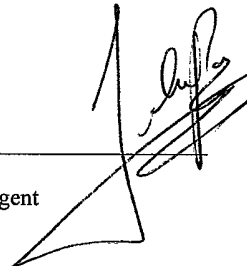


Henry Pena
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process, for the above-named Corporation, at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 68.09 Florida Statutes, relative to keeping open said office for service of process.

Dated this 9th day of February 1998



Henry Pena
Registered Agent

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58 FEB 13 AM 10:38
CLERK OF STATE
TALLAHASSEE, FLORIDA