

FROM : ALEJANDRO J. LOPEZ 11 P. PHONE NO. : 905 821 2330 Date: 15 1997 1:29PM P2

P98000018231

TRANSMITTAL LETTER

98 FEB 25 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: GALAXY
Universal Video & Film Productions
(Proposed corporate name - must include suffix)

000002417160--5
-01/30/98-01052-005
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Kalile Patrick Frederick
Name (Printed or typed)

1001 N.E. 125th Street #201

Address

N. Miami, Florida 33161

City, State & Zip

(305) 298-6171 or 904-6744

Daytime Telephone number

P. Hall

FEB 25 1998

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 3, 1998

KALILE PATRICK FREDERICK
1001 NE 125TH ST #201
N MIAMI, FL 33161

SUBJECT: UNIVERSAL VIDEO & FILM PRODUCTIONS
Ref. Number: W98000002390

We have received your document for UNIVERSAL VIDEO & FILM PRODUCTIONS and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please list only one registered agent.

The registered agent and street address must be consistent wherever it appears in your document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 098A00005994

Fl. Department of State
Division of Corporations
P.o. Box 6327
Tallahassee, Florida 32314

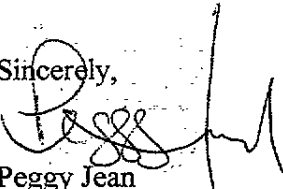
Feb.5, 1998

To whom it may concern;

Please be advise, we are in need of replacing our corp. name from Universal Video & Film Production Inc. to Galaxy Video & Film Productions Inc. All Address ,Corp Officers and Registered Agent will remain the same.

Please account the \$78.75 toward this same application with the new Corp. name. We would like to take this advantage of our documents not being filed due to the correction that were made.

Sincerely,

A handwritten signature in dark ink, appearing to read 'Peggy Jean', with a long vertical line extending upwards from the end of the signature.

Peggy Jean
Galaxy Video & Film Production
Registered Agent

ARTICLES OF INCORPORATION Inc.

**OF
GALAXY VIDEO & FILM PRODUCTIONS INC.**

Florida Corporation

The undersigned Incorporator to these Articles of Incorporation, of: **Galaxy VIDEO & FILM PRODUCTIONS INC.**, a Florida Corporation, a Florida corporation, hereby forms a corporation under the laws of the State of Florida.

FILED
98 FEB 25 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
CORPORATION NAME**

The name of this corporation is:

**GALAXY
VIDEO & FILM PRODUCTIONS INC.**

, a Florida Corporation

Having it's initial offices at:

1001 N.E. 125 Street, Suite 201 MIAMI, FLORIDA 33161

**ARTICLE II
NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 50 shares of common stock having NONE (\$ 0) Dollars PAR VALUE. Shares may be issued for such consideration as is determined from time to time by the stockholders.

This power which is hereby reserved unto the stockholders by right, may, and it is hereby delegated, unto the Board of Directors. The Board may issue the shares of this corporation for such consideration as is determined from time to time by the Board, unless and until the stockholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of non- issued or sale of treasury share. This action by stockholders will not affect prior action by the Board.

ARTICLES OF INCORPORATION Inc.

The consideration for the issuance of shares or for the disposal of treasury share may be paid, in whole or in part, in cash or in other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefore has been paid. When payment of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE IV PREEMPTIVE RIGHTS

Every shareholders, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI

REGISTERD AGENT AND INITIAL REGISTERED OFFICE

I hereby am familiar with and accept the duties and responsibilities as Registered Agent. The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

PEGGY JEAN
1001 NE 125 Street, Suite 201
MIAMI, FLORIDA 33161

The Board of Directors may, from time to time move the Registered Office to any other address in the State of Florida.

ARTICLE VII

BOARD OF DIRECTORS

This Corporation shall have TWO directors initially. The number of directors may be increased or diminished from time to time by By- laws adopted by the stockholders, but shall never be less than ONE.

ARTICLES OF INCORPORATION Inc.

ARTICLE IIX

INITIAL DIRECTORS

The name of the initial directors of this Corporation and their street addresses are:

	NAME	ADDRESS
PRESIDENT:	KALILE PATRICK FREDERICK	1001 N.E. 125 STREET, SUITE 201 N. MIAMI, FLORIDA 33161
VICE- PRESIDENT:	PEGGY JEAN	1001 N.E. 125 STREET, SUITE 201 N. MIAMI, FLORIDA 33161
SECRETARY:	PEGGY JEAN	1001 N.E. 125 STREET, SUITE 201 N. MIAMI, FLORIDA 33161
TREASURY:	PEGGY JEAN	1001 N.E. 125 STREET, SUITE 201 N. MIAMI, FLORIDA 33161

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE IX

INDEMNIFICATION

This corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter taken or omitted by him as such director or office, and shall reimburse each such person for all legal and other expenses reasonable incurred by him in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained estriict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

ARTICLES OF INCORPORATION Inc.

ARTICLE X

BY- LAWS

The power to adopt, alter, amend or repeal By- laws shall be vested in the Board of Directors. By- laws adopted by the Board of Directors may be repealed or change and new By- Laws may be adopted by the shareholders, and the shareholders may prescribe in any By-laws made by them that such By- law shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE XI

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporate is:

KALILE PATRICK FREDERICK

PEGGY JEAN

1001 NE 125 Street, Suite 201

MIAMI, FLORIDA 33161

ARTICLE XII

AMENDMENT

These articles of Incorporation may be amended in the manner divesting law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written stamen manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII

RESTRICTION ON TRANSFER OF SHARES

Every shareholder, prior to selling, transferring or in any manner divesting title to or interest in any share of this corporation, shall offer under the same terms and conditions any such share to the existing registered shareholder for a period of two weeks for purchase or refusal and thereafter to the corporation for a period of one week for repurchase of any remaining share. The existing shareholders have a right to at least a proportionate share of the offered shares and any unpurchased.

ARTICLES OF INCORPORATION

IN WITNESS WHEREOF the undersigned, as the Incorporate, has executed
the foregoing Articles of Incorporation as of the 1 day of 1 1998

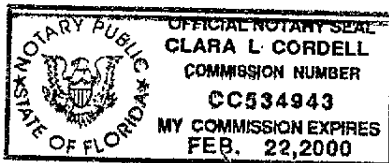
FILED

98 FEB 25 AM 11:51

By: [Signature] SECRETARY OF STATE
KALILE PATRICK FREDERICK
By: [Signature]
PEGGY JEAN
INCORPORATOR/REGISTERED AGENT

BEFORE ME, a Notary Public, personally appeared **KALILE PATRICK
FREDERICK & PEGGY JEAN**, personally known to me, or who provided
Fl. Drivers License Fl. Drivers License as
identification, who did/did not take an oath and who executed the foregoing
Articles of Incorporation.

WITNESS my hand and official seal at , DADE COUNTY, FLORIDA, this
20 day of January 1998.



[Signature]
NOTARY PUBLIC, State of Florida
at Large

My Commission Expires