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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.  
CONTACT: BEVERLY F BRYAN  
PHONE: (954)763-1200

ACCT#: 076247002423

FAX #: (954)766-7800

NAME: VIDEO NEWS WIRE CORPORATION  
AUDIT NUMBER.....H98000004104  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

VIDEO NEWS WIRE CORPORATION

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I  
CORPORATE NAME

The name of this Corporation shall be: VIDEO NEWS WIRE CORPORATION

ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is: 1291 S.W. 29th Avenue,  
Pompano Beach, Florida 33069.

ARTICLE III  
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ROXANNE K. BEILLY, ESQ., FL BAR # 851450  
Atlas, Pearlman, Trop & Borkson, P.A.  
200 East Las Olas Boulevard, Suite 1900  
Fort Lauderdale, Florida 33301  
Phone No.: (954) 763-1200

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ARTICLE IV  
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be One Million (1,000,000) shares of common stock, par value \$.0001 per share.

ARTICLE V  
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI  
REGISTERED AGENT AND  
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Randy Selman  
1291 S.W. 29th Avenue  
Pompano Beach, FL 33069

ARTICLE VII  
BOARD OF DIRECTORS

This Corporation shall have Two (2) Director initially.

ARTICLE VIII  
INITIAL DIRECTORS

The name and addresses of the initial Directors of this Corporation are:

Randy Selman  
1291 S.W. 29th Avenue  
Pompano Beach, FL 33069

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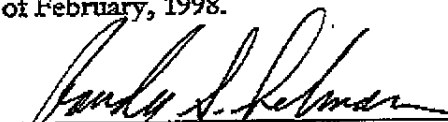
Alan Saperstein  
1291 S.W. 29th Avenue  
Pompano Beach, FL 33069

The persons named as initial Directors shall hold office for the first year of existence of this Corporation, or until his successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX  
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is Randy Selman, 1291 S.W. 29th Avenue, Pompano Beach, FL 33069.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 12th day of February, 1998.

  
Randy Selman, Incorporator

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

Video News Wire Corp., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 1291 SW 29th Avenue, Pompano Beach, Florida 33069 has named Randy Selman whose address is 1291 SW 29th Avenue, Pompano Beach, Florida 33069 as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

BY:

  
Randy Selman

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