

P98000020093

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)
1406 Hays Street, Suite 2
(Address)
Tallahassee, FL 32301 (904) 656-3992
(City, State, Zip) (Phone #)

OFFICE USE ONLY

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-03/03/98--01041--021
*****70.00 *****70.00

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

1. AMV South, Inc. (Document #)
(Corporation Name)
- (Corporation Name) (Document #)
- (Corporation Name) (Document #)
- (Corporation Name) (Document #)

98 MAR -3 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

RECEIVED

98 MAR -3 AM 11:07
DIVISION OF CORPORATION

Talk in Pick up time 3/3 Certified Copy
 Mail out Will wait Photocopy *Stamped* Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<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

3/3

Examiner's Initials

FILED
98 MAR -3 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: AMV South, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

AMV South, Inc.
c/o All Mobile Video, Inc.
221 West 26th Street
New York, NY 10002

ARTICLE III SHARES

The aggregate number of shares which the corporation shall have authority to issue is two hundred (200), all of which shall have a par value of \$.01 per share, and all of which are of the same class.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

National Registered Agents, Inc.
526 E. Park Avenue
Tallahassee, Florida 32301

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Ted D. Rosen, Esq.
Rosen & Tetelman
501 Fifth Avenue, Suite 1404
New York, New York 10017

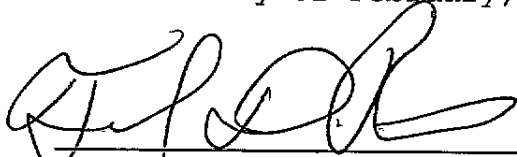
ARTICLE VI PURPOSES

The corporation is organized to engage in any or all lawful business for which corporations may be incorporated under the provisions of the Florida statutes.

ARTICLE VII LIMITATION OF DIRECTORS PERSONAL LIABILITY

No provision of these Articles of Incorporation is intended by the corporation to be construed as limiting, prohibiting, denying, or abrogating any of the general or specific powers or rights otherwise conferred under the Florida Business Corporation Act upon its shareholders, bondholders and security holders, and upon its directors, officers, and other corporate personnel, including, in particular, the power of the corporation to furnish indemnification to any person or persons in the capacities defined and prescribed by the Florida Business Corporation Act.

The undersigned incorporator has executed these Articles of Incorporation this 27th day of February, 1998.

A handwritten signature in black ink, appearing to read 'Ted D. Rosen', is written over a horizontal line.

Ted D. Rosen,
Attorney at Law
Rosen & Tetelman
501 Fifth Avenue
Suite 1404
New York, New York 10017

shall indemnify and hold harmless any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him in connection with any action, suit or other proceeding in which he may be involved or with which he may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in any other capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, Agreement or Resolution adopted by the shareholders entitled to vote thereon after notice.

The undersigned incorporator has executed these Articles of Incorporation this _____ day of _____, 19 .

, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these 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.

NRAI SERVICES, INC.

By: Delia Taliento
Delia Taliento, Asst. Secty.

Date: March 2, 1998

FILED
98 MAR -3 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA