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TRANSMITTAL LETTER

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

March 31, 1998

SUBJECT: H2O Video, Inc.

98 APR -2 PM 1:02
FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

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

$78.75 (Filing Fee and Certificate)

FROM: Chris R. Swenson
1303 S.E. 20th Court
Cape Coral, FL 33990
(941) 549-7555

4-3-98

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 this corporation shall be:

H2O Video, Inc.

ARTICLE II   PRINCIPAL OFFICE

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

1303 S.E. 20th Court
Cape Coral, Florida 33990

ARTICLE III   SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Hundred Thousand (100,000)

ARTICLE IV   INITIAL REGISTERED AGENT AND STREET ADDRESS

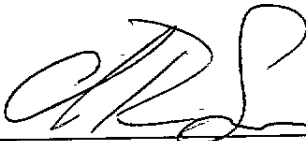The name and address of the initial registered agent is:

Chris R. Swenson
1303 S.E. 20th Court
Cape Coral, Florida 33990

1

ARTICLE V INCORPORATOR

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

Chris R. Swenson
1303 S.E. 20th Court
Cape Coral, Florida 33990

The undersigned incorporator has executed these Articles of Incorporation this 31st day of March, 1998.

_____
Incorporator

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

_____   3/31/98
Registered Agent   Date

2