

TRANSMITTAL LETTER

798000039218

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

800002505318--4  
-04/29/98--01066--002  
\*\*\*\*\*78.00 \*\*\*\*\*78.00

SUBJECT: JAX BEACH VIDEO, INC.  
(Proposed corporate name - must include suffix)

FILED  
98 APR 29 PM 12:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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: RICHARD T. LEHMKUHL  
Name (Printed or typed)

5631 CATSKILL COURT  
Address

WINTER SPRINGS, FL 32708  
City, State & Zip

(407) 699-4378  
Daytime Telephone number

F. CHESSEB APR 30 1998

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

**ARTICLES OF INCORPORATION  
OF  
JAX BEACH VIDEO, INC.**

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**

**CORPORATE NAME**

The name of this Corporation shall be Jax Beach Video, Inc.

**ARTICLE II**

**PRINCIPAL OFFICE**

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

5631 Catskill Court.  
Winter Springs, FL 32708

**ARTICLE III**

**NATURE OF BUSINESS AND POWERS**

1. The nature of the business to be conducted or promoted and the purpose of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Act of Florida.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the General Corporation Act of Florida.

**ARTICLE IV**

**CAPITAL STOCK**

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

10,000 shares of common stock

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**ARTICLE V**

**REGISTERED AGENT AND REGISTERED OFFICE**

The name and address of the Registered Agent is:

Richard T. Lehmkuhl  
5631 Catskill Court  
Winter Springs, FL 32708

**ARTICLE VI**

**INCORPORATOR**

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

Richard T. Lehmkuhl  
5631 Catskill Court  
Winter Springs, FL 32708

**ARTICLE VII**

**BOARD OF DIRECTORS**

This Corporation shall have one director initially. The number of directors may be increased or decreased from time to time by By-Laws adopted by the Stockholders, but shall never be less than one.

**ARTICLE VIII**

**INITIAL DIRECTOR**

The name of the Director of this Corporation and his street address is:

Richard T. Lehmkuhl  
5631 Catskill Court  
Winter Springs, FL 32708

The person named as Initial Director shall hold office for the first year of existence of this Corporation or until his successors are elected or appointed and have qualified, whichever comes first.

**ARTICLE IX**

**INDEMNIFICATION**

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

**ARTICLE X**

**AMENDMENT**

The Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by a majority of the Board of Directors, unless all of the Directors sign a written statement manifesting their intention that a certain amendment of these Articles Incorporation be made.

**ARTICLE XI**

**TERM OF EXISTENCE**

This Corporation shall have perpetual existence, commencing upon the filing of these articles.

**ARTICLE XII**

**BYLAWS**

The power to adopt, amend or repeal bylaws for the management for this Corporation shall be vested in the Board of Directors of the shareholders, but the Board of Directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

**ARTICLE XIII**

**SUBCHAPTER S ELECTION**

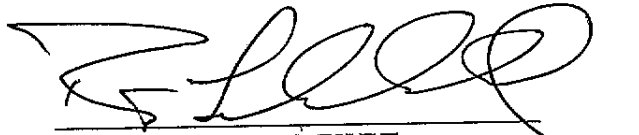
This Corporation shall elect to be treated as a small business corporation under Subchapter S of the Internal Revenue Code of 1986, as amended.

**ARTICLE XIV**

**SECTION 1244 STOCK**

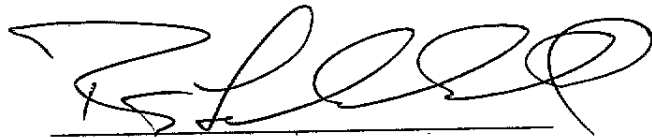
This Corporation shall elect to issue its capital stock subject to the provisions of Section 1244 of the Internal Revenue Code of 1986, as amended.

**In witness whereof**, the undersigned, as Incorporator and President, has executed the foregoing Article of Incorporation this 27th day of April, 1998.

  
RICHARD T. LEHMKUHL  
Incorporator and President

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT / REGISTERED OFFICE**

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 am familiar with and accept the obligations of my position as Registered Agent.



Richard T. Lehmkuhl

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