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NAME: VIDEO DISTRIBUTORS OF FLORIDA, INC.

AUDIT NUMBER.....H98000009910

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 28, 1998

EMPIRE

SUBJECT: VIDEO DISTRIBUTORS OF FLORIDA, INC.  
REF: W98000012139

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**ARTICLES OF INCORPORATION  
OF  
VIDEO & FILM DISTRIBUTORS, INC.**

**ARTICLE I - NAME**

The name of the corporation is:

VIDEO & FILM DISTRIBUTORS, INC.

**ARTICLE II - DURATION**

The corporation shall exist in perpetuity.

**ARTICLE III - PURPOSE**

The corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV - CAPITAL STOCK**

The corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated "Common Shares".

**ARTICLES V - RIGHTS OF SHARE OF CAPITAL STOCK**

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of outstanding common shares, each having one vote. Nothing in the Articles shall be construed to allow cumulative voting of shares.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The name and street of the initial Registered Agent and Registered Office of the Corporation are:

JOSEPH MAZON  
9230 S.W. 178 STREET  
MIAMI, FL 33157

This document prepared by:  
Robert A. Brandt, Esq.  
1110 Brickell Avenue, PH-1  
Miami, FL 33131  
Phone: (305) 374-2202  
Fla. Bar No. 311391

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#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the By-Laws adopted by the corporation. The name and address of the initial Director is:

JOSEPH MAZON  
9230 S.W. 178 STREET  
MIAMI, FL 33157

#### ARTICLE VIII - INCORPORATOR

The name and address of the incorporator and person signing these Articles is:

JOSEPH MAZON  
9230 S.W. 178 STREET  
MIAMI, FL 33157

#### ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Directors.

#### ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer and/or director or any former officer and/or director to the full extent permitted by law.

#### ARTICLE XI - COMMENCEMENT OF CORPORATE EXISTENCE

Corporate existence shall be deemed to commence upon filing of these Articles of Incorporation.

#### ARTICLE XII - PRINCIPAL PLACE OF BUSINESS

The principal place of business shall be:

9230 S.W. 178 STREET  
MIAMI, FL 33157

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on May 27, 1998.

JOSEPH MAZON

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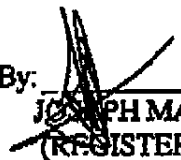
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OF DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First That, VIDEO & FILM DISTRIBUTORS, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the articles of incorporation at County of DADE, State of Florida has named JOSEPH MAZON, located at 9230 S.W. 178 STREET, MIAMI, FL 33157, County of DADE within this State as registered agent of said corporation.

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:  JOSEPH MAZON  
(REGISTERED AGENT)

Date: May 27, 1998

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