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6/10/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.

ACCT#: 071001002335

CONTACT: LIDIA FERNANDEZ

PHONE: (305)599-0839

FAX #: (305)716-0346

NAME: S-VIDEO INC.

AUDIT NUMBER.....H98000010802

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

CERT. OF STATUS...1

PAGES..... 3

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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TALLAHASSEE, FLORIDA

RECEIVED JUN 10 1998

ARTICLES OF INCORPORATION
OF
8-VIDEO INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

8-VIDEO INC.

The principal place of business of this corporation shall be:

442 S.W. 8 Ave., Miami, Fl. 33130

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

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

100 shares at \$1.00 par value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

SARA PLANA/PRES. 50% of the shares
1700 SW 19 St. #19
Miami, Fl. 33145

ALFREDO PERIA/SEC. & TREAS. 50% of the shares
9621 Fountainbleau Blvd. # 406
Miami, Fl. 33172

Prepared By: SARA PLANA
442 SW 8 Ave.
Miami, Fl. 33130
(305) 324-6624

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TALLAHASSEE, FLORIDA

ARTICLE VI INCORPORATOR(S)

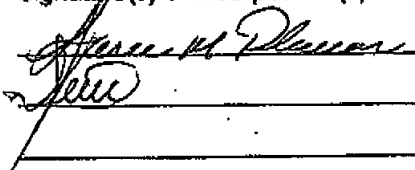
The name(s) and street address(es) of the incorporator(s) to this articles of Incorporation is(are):

SARA PLANA 1700 SW 19 St. #19, Miami, Fl. 33145

ALFREDO FERIA 9621 Fountainbleau Blvd. #406, Miami, Fl. 33172

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 10th day of June, 1998

Signature(s) of Incorporator(s)



STATE OF FLORIDA
COUNTY OF _____

THE FOREGOING instrument was acknowledged and sworn to before me this _____ day of _____, 19____, by _____ (Name of incorporator) of _____ (Name of Corporation)

Notary Public

My Commission Expires: _____

(SEAL)

ARTICLES OF INCORPORATION FILING FEE:

CERTIFICATE OF DESIGNATION
REGISTERED AGENT\REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: _____

8-VIDEO INC.

2. The name and address of the registered agent and office is _____

SARA PLANA

1700 SW 19 St. #19

Miami, Fl. 33145

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TALLAHASSEE, FLORIDA

SIGNATURE _____

Sara A. Plana

TITLE Incorporator

DATE June 10, 1998

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 AGREED TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND A AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE _____

Sara A. Plana

DATE June 10, 1998