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6/15/98  
Jeffrey Roy Cohen  
Registrar's Name  
297 Sunny Isles Blvd.  
Address  
North Miami Beach FL 33160  
City State ZIP Phone  
940-1985A

700002560617  
-06/16/98-01050-009  
\*\*\*122.50 \*\*\*122.50

CORPORATION(S) NAME

Video Transfer Technology Int'l, Inc.

FILED  
98 JUN 16 AM 11:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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W. P. Verifier	

**ARTICLES OF INCORPORATION**  
**OF**  
**Video Transfer Technology Int'l., Inc.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

**ARTICLE I - NAME**

The name of the Corporation is **Video Transfer Technology Int'l., Inc.**

**ARTICLE II - ADDRESS**

The principal office, or mailing address of the Corporation is 3827 NE 166<sup>th</sup> Street,  
N. Miami Beach, Florida 33160.

**ARTICLE III - DURATION**

This Corporation shall have perpetual existence.

**ARTICLE IV - PURPOSE**

The purpose of this Corporation is to engage in the transaction of any and all  
business permitted under the laws of the United States and of this State.

**ARTICLE V - CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have  
outstanding at any time is one thousand (1000) shares of common stock having the par  
value of One (\$1.00) Dollar.

**ARTICLE VI - PREEMPTIVE RIGHTS**

The Corporation elects to have preemptive rights in accordance with the provisions of Florida Statutes Section 607.0603, pursuant to the terms and conditions, if any, prescribed by the board of directors.

**ARTICLE VII - REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation is 297 Sunny Isles Blvd., N. Miami Beach, Florida 33160. The initial registered agent at such address is Jeffrey Roy Cohen.

**ARTICLE VIII - DIRECTORS**

The Corporation shall have two directors initially, whose names and street addresses are as follows:

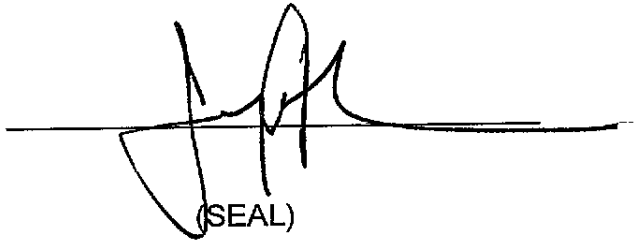
<b>NAME</b>	<b>ADDRESS</b>
Jose Fernandez	3827 NE 166 <sup>th</sup> Street N. Miami Beach, Florida 33160

**ARTICLE IX - INCORPORATOR**

The name and street address of the incorporator of this Corporation is as follows:

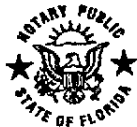
<b>NAME</b>	<b>ADDRESS</b>
Jeffrey Roy Cohen	297 Sunny Isles Blvd. N. Miami Beach, Florida 33160

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing  
Articles of Incorporation this 12<sup>th</sup> day of JUNE, 1998.

  
(SEAL)

STATE OF FLORIDA  
COUNTY OF DADE

Before me personally appeared Jeffrey Roy Cohen, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed. Witness my hand and official seal in the County and State named this 12<sup>th</sup> day of June, 1998.



Michelle L. Skinner  
My Commission CC599685  
Expires November 7 2000

  
NOTARY PUBLIC STATE  
OF FLORIDA AT LARGE

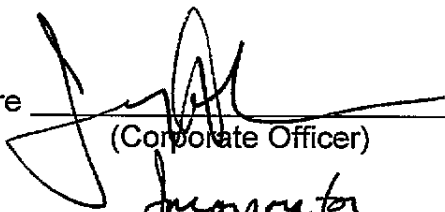
My Commission Expires:

Personally Known  OR Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_


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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST, that **Video Transfer Technology Int'l., Inc.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 3827 NE 166<sup>th</sup> Street, N. Miami Beach, Florida 33160, has named Jeffrey Roy Cohen, located at 297 Sunny Isles Blvd., N. Miami Beach, Florida 33160, as its agent to accept service of process within Florida.

Signature   
(Corporate Officer)  
Title incorporator  
Date June 14, 1998

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature   
(Registered Agent)  
Date June 14, 1998

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SECRETARY OF STATE  
ALLIANCE, FLORIDA