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FERNANDEZ PETR ASSOC

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FERNANDEZ, PETR & ASSOCIATES

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NAME: K & A VIDEO, INC.

AUDIT NUMBER.....H98000012692

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

CERT. OF STATUS..1 PAGES..... 4

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**ARTICLES OF INCORPORATION
OF
K & A VIDEO, INC.**

a Florida Corporation

EFFECTIVE DATE
7-8-98

the undersigned, acting as incorporator of, under the Florida Business Corporation act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation is:
K & A VIDEO, INC.

ARTICLE II. ADDRESS

The corporation's mailing address is:
**2839 N. W. 7TH STREET
MIAMI, FL 33125**

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ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation shall begin effective
JULY 8, 1998

H98000012692

Fernandez, Petr & Associates
1200 N. E. 207th Street
Miami, FL 33179-2019
(305)651-4649

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ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2839 N. W. 7TH STREET MIAMI, FL 33125 and the name of the corporation's initial registered agent at the address is LUIS JOAQUIN REALPOZO.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

A Board of Directors consisting of no less than 1 director(s) shall manage the corporation. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than 1. The name(s) of the initial director(s):

Name

KARELIA SANTANA
ARGELIO REALPOZO

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Fernandez, Petr & Associates
1200 N. E. 207th Street
Miami, FL 33179-2019
(305)651-4649

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ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

Fernandez, Petr & Associates
1200 N. E. 207th Street
Miami, FL 33179-2019

The incorporator of the corporation assigns to this corporation his/her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he/she assigns to those persons designated by the board of directors any rights he/she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. CORPORATE OFFICERS

The corporate officers shall be as follows:
PRESIDENT/SECRETARY - KARELIA SANTANA
VICE-PRESIDENT - ARGELIO A. REALPOZO

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 8TH day of JULY, 1998.

Fernandez, Petr & Associates:

By: Virginia Petr
Virginia Petr, President

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Fernandez, Petr & Associates
1200 N. E. 207th Street
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

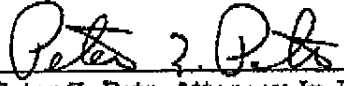
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That K & A VIDEO, INC., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 2839 N. W. 7TH STREET MIAMI, FL 33125, has named LUIS JOAQUIN REALPOZO, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

LUIS JOAQUIN REALPOZO
2839 N. W. 7TH STREET MIAMI, FL 33125


Peter Z. Petr, Attorney-In-Fact
LUIS JOAQUIN REALPOZO
Dated: July 8TH, 1998

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