

P98000065828

EUGENE A. CONTI
ATTORNEY AT LAW
P. O. BOX 577
LAKE WORTH, FL. 33460-0577
Tel: (561) 547-4766
Fax: (561) 547-7870

July 6, 1998

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

800002587108--0
-07/13/98-01116--006
*****70.00 *****70.00

Atten: New Filings Section

Re: BETAMAX of Palm Beach, Inc.

Dear Filing Clerk,

Enclosed please find two originals of Articles of Incorporation of the above referred corporation, together with a check in the amount of \$70.00 for filing fees.

Kindly return the filed Articles together with your information letter to the above office at your earliest convenience.

Sincerely yours,

Eugene A. Conti, Esquire

FILED
98 JUL 28 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T.SMITH JUL 28 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 14, 1998

EUGENE A. CONTI, ESQ.
P.O. BOX 577
LAKE WORTH, FL 33460-0577

SUBJECT: BETAMAX, INC.
Ref. Number: W98000015976

We have received your document for BETAMAX, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 198A00037487

FILED
98 JUL 28 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BETAMAX OF PALM BEACH, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:

BETAMAX OF PALM BEACH, INC.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any and 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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock each having a par value of \$.50 per share.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 111 North "M" Street, Lake Worth, FL., 33460, and the name of the initial Registered Agent for the corporation at that address is Raben Thornton.

ARTICLE V - SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII - LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII - SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such transaction, contract or act, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without any regard to the fact that he is also a director of such subsidiary or corporation.

ARTICLE IX - DIRECTORS

This corporation shall have a minimum of one (1) director. The initial Board of Directors shall consist of:

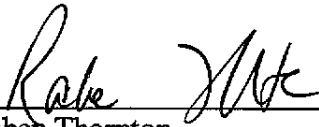
NAME	ADDRESS
Raben Thornton	111 North "M" Street Lake Worth, FL 33460

ARTICLE X - INCORPORATORS

The name(s) and address(es) of the initial incorporators and the initial number of shares of stock that he (they) agree(s) to take and the value of the consideration therefore are as follows:

NAME: Raben Thornton
ADDRESS: 111 North "M" Street
Lake Worth, FL 33460
SHARES: 1,000
CONSIDERATION: Five Hundred (\$500.00) Dollars

IN WITNESS WHEREOF, the undersigned have hereunto set our hands and seals this 6 day of July, 1998.



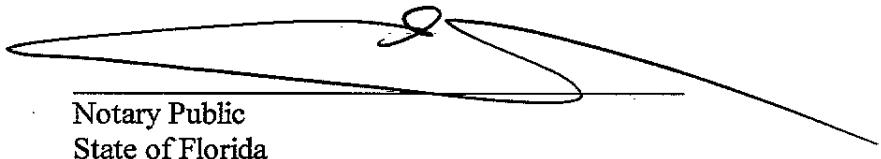
Raben Thornton

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was executed and acknowledged before me, by Raben Thornton, who is well known to me, or has produced _____ as identification, this 6 day of July, 1998.

(Seal)



Notary Public
State of Florida



Eugene A. Conti
MY COMMISSION # CC493023 EXPIRES
January 30, 2002
BONDED THRU TROY FAIN INSURANCE, INC

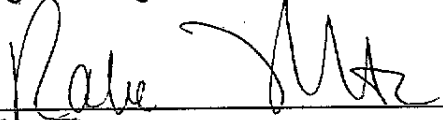
DESIGNATION OF AND ACCEPTANCE BY
REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida. BETAMAX OF PALM BEACH, INC., a corporation organized under the laws of the State of Florida, with its principal office located at 111 North "M" Street, Lake Worth, FL 33460, has named Raben Thornton whose address is 111 North "M" Street, Lake Worth, FL 33460, as its Agent to accept service of process within this State.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:


Raben Thornton


STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, this day personally appeared Raben Thornton to me well known, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that (s)he has executed the same for the purpose expressed herein.

WITNESS my hand and official seal this 6 day of July, 1998.

(Seal)


Notary Public
State of Florida



Eugene A. Conti
MY COMMISSION # CC693023 EXPIRES
January 30, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

FILED
98 JUL 28 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA