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EUGENE M. UNDERBERG  
ATTORNEY AT LAW  
521 LAKE AVENUE  
LAKE WORTH, FLORIDA 33460  
(561) 585-0000

July 29, 1998

Florida Department of State  
Division of Corporations  
The Capitol  
Tallahassee, Florida 32301

700002604157-7  
-07/31/98-01063-003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: ARDASTAN CORPORATION

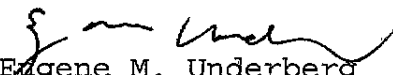
Dear Sir:

I enclose two (2) original Articles of Incorporation of Ardastan Corporation for filing. I have also enclosed a check in the amount of \$70.00 to cover the expenses of same.

Would you please return one copy of the articles to me at the above address as well as provide me with a fax of your detail screen when the articles have been entered on to your system. My fax number is 561-586-0559.

Thank you for your anticipated assistance and consideration.

Sincerely yours,

  
Eugene M. Underberg  
EMU/jau  
Encl:

FILED  
98 JUL 31 AM 9:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

mu 8/5/98

ARTICLES OF INCORPORATION

OF

ARDASTAN CORPORATION

FILED

98 JUL 31 AM 9:33

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned hereby associate ourselves together for the purpose of becoming a corporation, organizing under the laws of the State of Florida, by and under the provisions of the laws of said State, providing for the formation, liabilities, rights, privileges and immunities of a corporation for profit.

FIRST: The name of the corporation shall be:

ARDASTAN CORPORATION

Its business shall be carried on in Palm Beach County, Florida, and also within and without the State of Florida and in the United States of America and foreign countries, as may from time to time be deemed advisable, desirable and expedient.

SECOND: The principal place of business of the corporation shall be in Palm Beach County, Florida, at:

521 LAKE AVENUE, STE. 11  
Lake Worth, Florida 33460

THIRD: The general purpose of the business and it's objects are to do any of the things mentioned in this document as fully and to the same extent as a natural person might or could do.

1. This corporation is formed for the purpose of retailing the sales and rentals of videos.

2. To maintain offices in connection with said business and to build or construct buildings in connection

with said business.

3. In general, to carry on any lawful business whatsoever in connection with the foregoing, which is calculated directly or indirectly to promote the interests of the corporation or to enhance the value of its properties.

4. To acquire or undertake all or any part of the business assets and liabilities of any person, firm or association or corporation.

5. This corporation may purchase, lease or otherwise acquire, hold, mortgage, convey and assign real or personal property, and do all or any acts herein set forth within or without the State of Florida.

6. To manage, supervise, operate, control, lease, and sublet apartments, offices, office buildings, dwelling houses and all kinds and character of property of every nature whatsoever.

7. To manufacture, purchase or otherwise acquire and to own and mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest, trade, deal in with goods, wares, merchandise and other personal property of every class and description whatsoever.

8. To buy, sell manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purposes of any of said businesses, or commonly supplied or dealt in by persons engaged in any such businesses, or which may seem capable of being profitable.

9. To guarantee, to acquire by purchase,

subscription or otherwise, hold for investment, or otherwise, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations; and while the owner of any such stock or bonds, securities or evidences of indebtedness, to exercise all rights, powers and privileges of ownership, including the right to vote thereon for any all purposes; to aid by loan, subsidy, guaranty, or in any other manner whatsoever so far as the same may be permitted in the case of corporations organized under the corporation laws of the State of Florida.

10. To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.

11. To act as financial, business and purchasing agent for domestic and foreign corporation, individuals, partnership, associations, state governments and other bodies.

12. To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of, letters of patent, of the United States or of any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names or pending applications therefore, relating to or useful in connection with any business of the

corporation or any other corporation in which the corporation may have an interest as a stockholder or otherwise.

13. To borrow money and contract debts when necessary for the transaction of it's business or the exercise of it's corporate rights, privileges or franchises, or for any other lawful purpose; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations payable at a specific time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time, for monies borrowed, or in payment for property acquired, or for any other objects or purposes of the corporation or for any of the objects of it's business.

14. To have one or more offices, conduct it's business and promote it's objectives within and without the State of Florida without restrictions as to place or amount.

15. To do all and everything necessary and proper for the accomplishment of any of the purposes of the attaining of any of the objectives enumerated in this Certificate of Incorporation or any amendments thereof.

16. The foregoing paragraphs shall be construed as enumerating both objects and powers of the corporation and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation.

17. Any meeting of the stockholders or directors may be held within or without the State of Florida at such places as the bylaws or the Board of Directors may

designate.

18. The corporation may keep the books and records of the company outside of the State of Florida except as may otherwise be provided by law.

19. Subject to the provisions of law, the corporation may purchase or otherwise acquire, hold and reissue the shares of it's capitol stock.

20. To make bylaws not inconsistent with the laws of the United States, the State of Florida or with these Articles of Incorporation.

FOURTH: The maximum number of share which the corporation is authorized to have outstanding at any time shall be one hundred (100) shares at One Dollar per share par value. The capitol stock may be paid for in property, labor, or services at a just valuation, to be fixed by the incorporators or by the directors at a meeting called for such purpose or at the organization meeting. Property, labor or service may be purchased or paid for with the capitol stock at a just valuation of said property, labor or services to be fixed by the directors of the company. Stock in other corporations or going business may be purchased by the corporation, in return for the issuance of it's capitol stock and said purchases shall be on such basis and for consideration as the directors of the corporation may decide.

FIFTH: The amount of capital with which the corporation may begin business shall not be less than One Thousand (\$1,000.00) Dollars.

SIXTH: The corporation is to have perpetual existence.

SEVENTH: The affairs of the corporation shall be conducted by a Board of Directors of not less than one (1) director who need not be a stockholder.

EIGHTH: The name and post office address of the first Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the bylaws and the laws of the State of Florida, shall hold office for the first year of the corporations existence or until their successors are elected and shall have qualified, are the following:

<u>NAME</u>	<u>ADDRESS</u>
EUGENE M. UNDERBERG	521 Lake Avenue, Suite #11 Lake Worth, Florida 33460

NINTH: The initial shares of the corporation shall be issued to the following persons and corporations in the following amounts: EUGENE M. UNDERBERG---Ten (10) shares.

TENTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is hereby especially authorized:

- a. -- To make and alter the bylaws.
- b. To fix the amount to be reserved as working capitol and to authorize and cause to be executed, mortgage liens upon the property of the corporation.

ELEVENTH: The original incorporator of the corporation shall have the right upon it's organization to assign and deliver his subscription of stock as set forth in the Article Ninth hereof to any other person, or to firms or

corporations who may hereafter become subscribers to the capitol stock of the corporation, who upon acceptance of such assignment, shall stand in lieu of the original incorporator, and assume and carry out all rights, liabilities and duties entailed by said subscriptions, subject to the laws of the State of Florida.

TWELFTH: The number of directors of the corporation may be increased or decreased to not less than one. The bylaws may prescribe the number of directors necessary to constitute a quorum of the Board of Directors, which number may be less than the majority of the whole Board of Directors. In case of vacancy in the Board of Directors through death, resignation or other cause, such vacancy shall be filled for the unexpired term by the affirmative vote of the majority of the remaining directors. In case of any increase of the number of directors, the additional directors shall be elected by the affirmative vote of the directors then in office.

THIRTEENTH: These Articles of Incorporation may be altered or amended by a majority vote of the shareholders at any meeting of the shareholders.

FOURTEENTH: The business of the corporation shall be conducted by a Board of Directors as above mentioned as may be provided by the bylaws and the following officers, to wit: President; Vice President; Secretary and Treasurer, providing that the same person may hold any or all of said offices. The members of the Board of Directors shall be elected at the annual meeting of the shareholders, each and every year to be held during the month of July, and the officers shall be



elected by the Board of Directors.

The names and post office addresses of the officers of the corporation until the election at the first annual election of officers and their qualifications are as follows:

President: EUGENE M. UNDERBERG, 521 Lake Avenue, Suite #11  
Lake Worth, Florida 33460


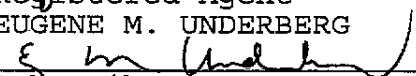
Secretary: EUGENE M. UNDERBERG, 521 Lake Avenue, Suite #11  
Lake Worth, Florida 33460

Treasurer: EUGENE M. UNDERBERG, 521 Lake Avenue, Suite #11  
Lake Worth, Florida 33460

FIFTEENTH: The highest amount of indebtedness or liability to which this corporation can at any time subject itself is unlimited.

SIXTEENTH: The Registered Agent of said corporation shall be Eugene M. Underberg, a resident of Palm Beach County, Florida. The registered office of the corporation shall be at 521 Lake Avenue, Suite 11, Lake Worth, Florida 33460.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER AND REGISTERED AGENT HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 29<sup>th</sup> DAY OF JULY, 1998.

  
\_\_\_\_\_  
Registered Agent  
EUGENE M. UNDERBERG  
  
\_\_\_\_\_  
Subscriber  
EUGENE M. UNDERBERG

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, an officer duly authorized in the State  
aforesaid and in the County aforesaid, to take  
acknowledgements, personally appeared

EUGENE M. UNDERBERG, who is personally known to me X or  
who produced State of Florida Driver's License number  
\_\_\_\_\_ as identification;

who executed the foregoing Articles of Incorporation, and  
acknowledged before that they executed the same for the  
purposes therein expressed.

WITNESS my hand and official seal at Lake Worth, Florida,  
this 29th day of July, 1998.



DARLENE C. LAMBERT  
MY COMMISSION # CC473073 EXPIRES  
June 15, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

Darlene C. Lambert  
Notary Public  
Name of Notary:  
Commission Number:

ACCEPTANCE BY REGISTERED AGENT

I hereby am familiar with and accept the duties and  
responsibilities as registered agent for said corporation.

E. M. Underberg  
EUGENE M. UNDERBERG  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA