

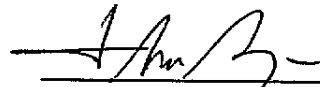
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Florida Dept of State
Division of Corporations
P.O. Box 76327
Tallahassee, Florida 32314

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-08/31/98--01063--003
*****78.50 *****78.50

Pursuant to the provisions of F.S. 607 enclosed please find the original articles of incorporation, one copy, the registered agent's acceptance and a check for \$78.50 for the incorporation of the following:

Video Concierge, Inc.



Date: 8/26/98

Louis Rosas III
13831 S.W. 59 ST.
SUITE 100
MIAMI, FL 33183

APPROVED
AND
FILED
98 AUG 31 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK SEP 4 1998

**ARTICLES OF INCORPORATION
FOR**

VIDEO CONCIERGE, INC.

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, DOES HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I. CORPORATE NAME.

THE NAME OF THIS CORPORATION IS **VIDEO CONCIERGE, INC.**

ARTICLE II. CORPORATE DURATION

THE DURATION OF THE CORPORATION IS PERPETUAL.

ARTICLE III. PURPOSES AND POWERS

THE GENERAL PURPOSES FOR WHICH THE CORPORATION IS ORGANIZED ARE:

1. TO ENGAGE IN BUSINESS.
2. TO TRANSACT ANY OTHER LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE INCORPORATED UNDER FLORIDA GENERAL CORPORATION ACT OR ENGAGE IN ANY OTHER TRADE OR BUSINESS WHICH CAN, IN THE OPINION OF THE BOARD OF DIRECTOR OF THE CORPORATION, BE ADVANTAGEOUSLY CARRIED ON IN CONNECTION WITH OR AUXILIARY TO THE FORGOING BUSINESS.
3. TO PURCHASE, RECEIVE BY WAY OF GIFT, SUBSCRIBE FOR, INVEST IN, AND IN ALL OTHER WAYS ACQUIRE, IMPORT, LEASE, POSSESS, MAINTAIN, HANDLE ON CONSIGNMENT, OWN, HOLD FOR INVESTMENT OR OTHERWISE, USE, ENJOY, EXERCISE, OPERATE, MANAGE, CONDUCT, PERFORM, MAKE, BORROW, GUARANTEE, CONTRACT IN RESPECT OF, TRADE AND DEAL IN, SELL, EXCHANGE, LET, LEND, EXPORT, MORTGAGE, PLEDGE, DEED IN TRUST, HYPOTHECATE, ENCUMBER, TRANSFER, ASSIGN, AND IN ALL OTHER WAYS DISPOSE OF, DESIGN, DEVELOP, INVENT, IMPROVE, EQUIP, REPAIR, ALTER, FABRICATE, ASSEMBLE, BUILD, CONSTRUCT, OPERATE, MANUFACTURE, PLANT, AND IN ALL OTHER WAYS (WHETHER LIKE OR UNLIKE THE FORGOING), DEAL IN AND WITH PROPERTY OF EVERY KIND AND CHARACTER, REAL, PERSONAL, OR MIXED, TANGIBLE OR INTANGIBLE, WHEREVER SITUATED AND HOWEVER HELD, INCLUDING BUT NOT LIMITED TO, MONEY, CREDITS, SECURITIES, STOCKS, BONDS, WARRANTS, SCRIPT, CERTIFICATES, NOTES, COMMERCIAL PAPER, AND OTHER OBLIGATIONS AND EVIDENCES OF INTEREST IN OR INDEBTEDNESS OF ANY PERSON, FIRM, CORPORATION, FOREIGN OR

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DOMESTIC, OR OF ANY GOVERNMENT OR SUBDIVISION OR AGENCY THEREOF, DOCUMENTS OF TITLE AND ACCOMPANYING RIGHTS AND EVERY OTHER KIND AND CHARACTER OF PERSONAL PROPERTY, REAL PROPERTY (IMPROVED OR UNIMPROVED) AND THE PRODUCTS AND AVAILS THEREOF, AND EVERY CHARACTER OF INTEREST THEREIN AND APPURTENANCES THERETO, INCLUDING BUT NOT LIMITED TO, MINERAL, OIL, GAS, AND WATER RIGHTS, ALL OR ANY PART OF ANY GOING BUSINESS AND ITS INCIDENTS, FRANCHISES, SUBSIDIARIES, CHARTERS, CONCESSIONS, GRANTS, RIGHTS, POWERS, OR PRIVILEGED, GRANTED OR CONFERRED BY ANY GOVERNMENT OR SUBDIVISION OR AGENCY THEREOF, AND ANY INTEREST IN OR PART OF ANY OF THE FOREGOING AND TO EXERCISE IN RESPECT THEREOF ALL THE RIGHTS, POWERS, PRIVILEGES, AND IMMUNITIES OF INDIVIDUAL OWNERS OR HOLDERS THEREOF.

4. TO HIRE AND EMPLOY AGENTS, SERVANTS, AND EMPLOYEES, AND TO ENTER INTO AGREEMENTS OF EMPLOYMENT AND COLLECTIVE BARGAINING AGREEMENTS, AND TO ACT AS AGENT, CONTRACTOR, TRUSTEE, FACTOR OR OTHERWISE, EITHER ALONE OR IN COMPANY WITH OTHERS.

5. TO LET CONCESSIONS TO OTHERS TO DO ANY OF THE THINGS THAT THIS CORPORATION IS EMPOWERED TO DO, AND TO ENTER INTO, MAKE, PERFORM, AND CARRY OUT, CONTRACTS, AND ARRAIGNMENTS OF EVERY KIND AND CHARACTER WITH ANY PERSON, FIRM, ASSOCIATION OR CORPORATION OR ANY GOVERNMENT OR AUTHORITY OR SUBDIVISION OR AGENCY THEREOF.

6. TO DO SUCH OTHER THINGS AS ARE INCIDENTAL TO THE FOREGOING OR TO NECESSARY OR DESIRABLE IN ORDER TO ACCOMPLISH THE FOREGOING.

7. THE FOREGOING STATEMENTS OF PURPOSES SHALL BE CONSTRUED AS A STATEMENT OF BOTH PURPOSES AND POWERS, SHALL BE LIBERALLY CONSTRUED IN AID OF THE POWERS OF THIS CORPORATION, AND THE POWERS AND PURPOSES STATED IN EACH CLAUSE SHALL, EXCEPT WHERE OTHERWISE STATED, BE IN NOWISE LIMITED OR RESTRICTED BY ANY TERM OR PROVISION OF ANY OTHER CLAUSE AND SHALL BE REGARDED NOT ONLY AS INDEPENDENT PURPOSES, BUT THE PURPOSES AND POWERS STATES SHALL BE CONSTRUED DISTRIBUTIVELY AS TO EACH OBJECT EXPRESSED AND THE ENUMERATION AS TO SPECIFIC POWERS SHALL NOT BE CONSTRUED AS TO LIMIT IN ANY MANNER THE AFORESAID GENERAL POWERS, BUT ARE IN FURTHERANCE OF, AND IN ADDITION TO AND NOT IN LIMITATION OF THE GENERAL POWERS.

ARTICLE IV. PRINCIPAL OFFICE.

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION IS:

13831 S.W. 59TH STREET
SUITE 100
MIAMI, FLORIDA 33183

ARTICLE V. CAPITAL STOCK.

THE CORPORATION IS AUTHORIZED TO ISSUE ONLY ONE CLASS OF STOCK (DESIGNATED AS CLASS A). THE AGGREGATE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO ISSUE IS 100. SUCH SHARES SHALL BE OF A SINGLE CLASS AND SHALL HAVE A PAR VALUE OF \$.0001

ARTICLE VI. PREREQUISITE TO TRANSFER OF STOCK

IN CASE A SHAREHOLDER DESIRES TO SELL HIS OR HER SHARES OF STOCK, HE OR SHE MUST OFFER THEM FOR SALE TO THE REMAINING SHAREHOLDERS, IT BEING THE INTENTION TO GIVE THEM A PREFERENCE IN THE PURCHASE OF SUCH SHARES, AND ANY ATTEMPTED SALE IN VIOLATION OF THIS PROVISION IS NULL AND VOID. A SHAREHOLDER DESIRING TO SELL HIS OR HER STOCK SHALL FILE NOTICE IN WRITING OF HIS OR HER INTENTION TO SELL WITH THE SECRETARY OF THE CORPORATION, STATING THE TERMS OF SALE, AND UNLESS

HIS OR HER TERMS ARE ACCEPTED BY ANY OR ALL OF THE OTHER SHAREHOLDERS WITHIN SIXTY (60) DAYS THEREAFTER, THEY SHALL BE DEEMED TO HAVE WAIVED THEIR PRIVILEGE OF PURCHASING AND HE OR SHE WILL BE AT LIBERTY TO SELL TO ANYONE ELSE.

HOWEVER, UNTIL THE FIRST FIFTEEN (15) DAYS AFTER NOTICE OF INTENTION TO SELL HAS BEEN GIVEN TO THE TREASURER, THE CORPORATION SHALL HAVE THE OPTION TO BUY, AT THE PRICE SET BY SELLER, ANY SHARES OF OUTSTANDING STOCK BEFORE ITS OWNER, OR THE PERSON IN WHOSE NAME IT STANDS ON THE BOOKS OF THE CORPORATION, MAY TRANSFER THEM.

NOTWITHSTANDING ANYTHING HEREIN TO THE CONTRARY, ANY SHAREHOLDER MAY AT ANY TIME DURING SUCH SHAREHOLDERS LIFETIME TRANSFER ANY OF SUCH SHAREHOLDER'S SHARE IN THE CORPORATION TO HIS OR HER SPOUSE, FATHER, MOTHER, CHILDREN (UNLESS THOSE CHILDREN HAVE NOT REACHED THEIR AGE OF MAJORITY, IN WHICH EVENT THE SHAREHOLDER MAY TRANSFER THE STOCK IN TRUST FOR THE BENEFIT OF MINOR CHILDREN) OR TO THE TRUSTEE(S) UNDER ANY TRUST CREATED DURING HIS OR HER LIFETIME FOR THE BENEFIT OF THE SHAREHOLDER (AS DEFINED IN SECTION 1361(C)(2) (OR ITS SUCCESSOR SECTION) OF THE INTERNAL REVENUE CODE), HIS OR HER SPOUSE, FATHER OR MOTHER, OR CHILDREN. HOWEVER, THE TRANSFEREE SHALL AGREE IN WRITING PRIOR TO SUCH TRANSFER TO BECOME A PARTY TO AND BE BOUND BY ALL THE TERMS AND CONDITIONS OF THE AGREEMENT WHICH PROVIDES FOR THE CORPORATION'S OPTION TO PURCHASE SHARES BEFORE SALE TO OTHER STOCKHOLDERS OR THIRD PERSONS, JUST AS IF THEY WERE ORIGINAL PARTIES TO SUCH AGREEMENT.

ARTICLE VII. INITIAL REGISTERED AGENT AND OFFICE.

THE NAME OF THE INITIAL REGISTERED AGENT IS

WENDY S. WALLBERG, ESQ.
WALLBERG & RENZY, P.A.

THE STREET ADDRESS OF THE INITIAL REGISTERED AGENT IS:
13502 N.E. 24TH COURT
NORTH MIAMI, FLORIDA 33181

ARTICLE VIII. DIRECTORS

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS ONE. THE NAME AND ADDRESS OF EACH PERSON WHO IS TO SERVE AS A MEMBER OF THE INITIAL BOARD IS:

LOUIS ROSAS-GUYON
13831 S.W. 59TH STREET
SUITE 100
MIAMI, FLORIDA 33183

ARTICLE IX. INCORPORATOR

THE NAME AND STREET ADDRESSES OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION

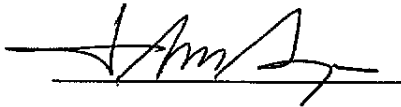
IS:

LOUIS ROSAS-GUYON
13831 S.W. 59TH STREET
SUITE 100
MIAMI, FLORIDA 33183

ARTICLE X. AMENDMENT OF ARTICLES OF INCORPORATION

THE CORPORATION RESERVES THE RIGHT TO AMEND, ADD TO, REPEAL ANY PROVISION CONTAINED IN THESE ARTICLES OF INCORPORATION, IN THE MANNER CONSISTENT WITH LAW AND IN CONFORMITY WITH THE PROVISION SET FORTH IN THE BYLAWS.

THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION ON THE 26th DAY OF AUGUST, 1998.

A handwritten signature in dark ink, appearing to read "L. Rosas-Guyon", is written over a horizontal line.

REGISTERED AGENT'S ACCEPTANCE

Pursuant to the provisions of F.S. 607.0501, 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 Video Concierge, Inc.
2. The name of the registered agent is Wendy S. Wallberg, Esq. Wallberg & Renzy, P.A.
3. The address of the registered agent/registered office is: 13502 N. E. 24TH COURT
NORTH MIAMI, FLORIDA 33181

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: 

Date

8/26/98

WALLBERG & RENZY, P.A.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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