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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 14 PM 3:22

Dear Sir/Madam:

RE: VIDEO MEDIA ENTERTAINMENT, INC.

Enclosed are an original and one copy of the articles of incorporation and a check for \$78.75 for a filing fee & Certificate.

FROM:

Brad R. Friedman  
12661 Yardley Drive  
Boca Raton, FL 33428

Daytime Telephone Number: 561-736-7986

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Brad Friedman GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT art. I  
DATE 10/14/98  
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SECRETARY OF STATE  
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## Articles of Incorporation

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

### I. Name

The name of the Corporation shall be:

Video Media Entertainment, Inc., hereinafter referred to as the  
"Corporation."

### II. Principal Office

The principal office and mailing address of this Corporation shall be:

706 W. Boynton Beach Blvd.,  
Boynton Beach, Florida 33624.

### III. Capital Stock

The Corporation is authorized to issue only one class of shares of stock which shall be designated Common Stock. The total number of shares the Corporation shall have authority to issue is 100, each share to have a par value of \$0.001.

### IV. Initial Registered Agent

The name and Florida street address of the initial registered agent is:

Brad Robert Friedman  
12661 Yardley Drive,  
Boca Raton, Florida 33428.

### V. Incorporators


The names and mailing addresses of the incorporators are:

<u>Incorporator Name</u>	<u>Incorporator Address</u>
Brad Robert Friedman	12661 Yardley Drive, Boca Raton, Florida 33428

### V. Directors

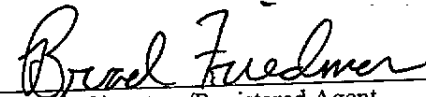
The number of directors constituting the initial Board of Directors of the Corporation is two. The names and addresses of the persons who are appointed to act as the initial directors of the Corporation are:

<u>Director Name:</u>	<u>Director Address:</u>
Brad Robert Friedman	12661 Yardley Drive, Boca Raton, Florida 33428
Kimberly Sue Reed	2801 North Course Drive Building J-201, Pompano Beach, FL 33069

  
Signature/Incorporator

10/8/98  
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 obligation of my position as registered agent

  
Signature/Registered Agent

10/8/98  
Date