

TRANSMITTAL LETTER

P98000107649

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

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-12/28/98-0024-007
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SECRETARY OF STATE
TALLAHASSEE FLORIDA
DEC 28 PM 4:13
FILED

SUBJECT: J M VIDEO PRODUCTIONS, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: John N. Malinka
Name (printed or typed)

8088 Greenglade Rd.
Address

Jacksonville, Fl. 32256
City, State & Zip

904-642-6111
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF

ARTICLE I NAME

The name of this corporation shall be:

J M VIDEO PRODUCTIONS, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To engage in services and activities associated with decision-making in the public and private sector.

To engage in any other lawful business, to purchase, or otherwise acquire, and to own, mortgage, pledge, sell, convey, assign, transfer, or otherwise dispose of, and to invest in and hold real or personal property, of every class, kind, and description, and to otherwise engage in any legal business or activity permitted under the laws of the State of Florida and in all other states and counties.

To conduct said business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personnel property, including franchises, patents, copyrights, trademarks, and license in the state of Florida and in all other States and counties.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages and transfers of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, mortgage, transfer, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, of any other corporation of the State of Florida or any other State or Government, and while owner of such stock to exercise all of the rights, powers, and privileges of ownership, including the right to vote such stock.

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ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares having no par value.

ARTICLE IV PREEMPTIVE RIGHT

Holders of the common stock shall have the right to subscribe and purchase their pro rata shares of any new common stock which may be issued by the corporation.

ARTICLE V TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:
8088 Greenglade Rd. Jacksonville, Fl. 32256

ARTICLE VII INITIAL REGISTER AGENT AND ADDRESS

The name and address of the initial registered agent is:

John N. Malinka
8088 Greenglade Rd.
Jacksonville, Fl. 32256

ARTICLE VIII DIRECTORS

This corporation shall not have more than ~~two~~ ^{ONE} (1) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the shareholders.

ARTICLES IX INITIAL DIRECTORS AND OFFICERS

The name(s) and address(es) of the Initial Director(s) and Officer is/are:
John N. Malinka 8088 Greenglade Rd. Jacksonville, Fl. 32256

ARTICLE X INCORPORATOR

The name and street address of the Incorporator of these Articles of Incorporation
John N. Malinka 8088 Greenglade Rd. Jacksonville, FL 32256

ARTICLES XI AMENDMENTS

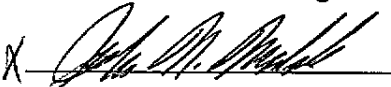
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at the stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLES XII - SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

ARTICLE XIII - EFFECTIVE DATE


These Articles of Incorporation shall be effective on the date of filing.

X 
John N. Malinka

HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared John N. Malinka to me known to the person described as subscribed in and executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above on this the 24th day of December, 1998.

My Commission Expires:


Notary Public



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, 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: J M VIDEO PRODUCTIONS, Inc.

2. The name and address of the registered agent and office is:

John N. Malinka
(NAME)

8088 Greenglade Rd.
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Jacksonville, Fla. 32256
(CITY/STATE/ZIP)

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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 obligations of my position as registered agent.


(SIGNATURE)

12/19/98
(DATE)