

P99000021789



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 161368 7742A

AUTHORIZATION :

Patricia Pigut

COST LIMIT : \$ 70.00

ORDER DATE : March 8, 1999

ORDER TIME : 9:28 AM

ORDER NO. : 161368-005

CUSTOMER NO: 7742A

9000002799039--0

CUSTOMER: Steve Katzman, Esq  
TEW CARDENAS REBAK KELLOGG  
TEW CARDENAS REBAK KELLOGG  
Suite 2600  
201 S. Biscayne Boulevard  
Miami, FL 33131

DOMESTIC FILING

NAME: VIDEOMOTION NETWORK, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

3/9/99

RECEIVED  
99 MAR -9 AM 9:50  
DIVISION OF CORPORATION

FILED  
99 MAR -9 PM 2:00  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION  
OF

Videomotion Network, Inc.

ARTICLE I

The name of the Corporation is VIDEOMOTION NETWORK, INC.

ARTICLE II

The Corporation is organized for the purpose of transacting any and all business for which a corporation may be formed under Chapter 607 of the Florida Statutes, as amended from time to time.

ARTICLE III

The Corporation is authorized to issue 500,000,000 shares of common stock, par value \$.0001 per share.

ARTICLE IV

The address of the initial registered office of the Corporation is 319 Clematis St., WPB, Florida 33401 and the name of the initial registered agent of the Corporation at such address is Steven Katzman.

ARTICLE V

The initial mailing address for the Corporation is 1213 S. Ocean Blvd Delray Beach, Florida 33483

ARTICLE VI

The Corporation shall have 1 director (s) initially and the number of directors may be increased or decreased from time to time as provided by the By-laws but shall never be less than one (1). The names (s) and address (es) of the initial Director (s) is/are as follows:

W.A. Dorow, Jr.  
1213 S. Ocean Blvd.  
Delray Beach, Florida 33483

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CORPORATIONS  
99 MAR -9 PM 2:00

## ARTICLE VII

To the fullest extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such a person (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another Corporation, provided that such person is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another Corporation, provided that such person is or was at the time a director of the Corporation or a director of such other Corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that such person is or was an officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

## ARTICLE VIII

The Corporation elects not to be governed by Florida Statute Section 607.0902, as amended from time to time, relating to control share acquisitions.

## ARTICLE IX

The Corporation elects not to be governed by Florida Statute Section 607.0901, as amended from time to time, concerning affiliated transactions.

## ARTICLE X

The name (s) and address (es) of the incorporator (s) of this Corporation is/are:

W.A. Dorow, Jr.  
1213 S. Ocean Blvd.  
Delray Beach, Florida 33483

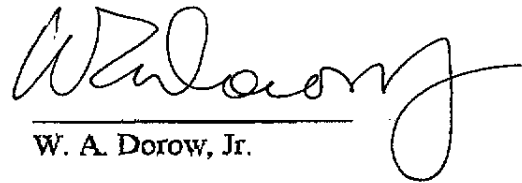
## ARTICLE XI

The Board of Directors and Shareholders may amend, repeal or adopt any By-law of and for the Corporation, but the Shareholders may prescribe that any By-law so amended, repealed or adopted by the Shareholders shall not be amended, repealed or adopted by the Board of Directors.

ARTICLE XII

The duration of the Corporation is perpetual.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this  
22 day of March 1999.

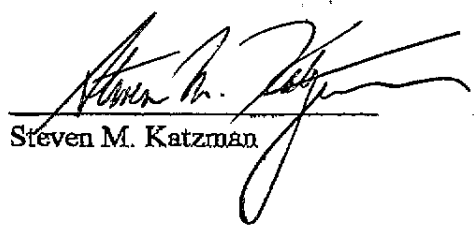
  
W. A. Dorow, Jr.

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of incorporation and State that I am familiar with and accept the obligations of section 607.0505 of the Florida Statutes, as amended.

  
Steven M. Katzman

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99 MAR -9 PM 2:00