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ROBERTO I. FERNANDEZ
11486 S.W. 75 TERRACE
MIAMI, FL 33173

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -1 PM 2:48

March 29, 1999

EFFECTIVE DATE
6-1-99

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

Enclosed are the Articles of Incorporation of Falcon Video, Inc., together with a check for \$70.00 to cover the filing fee.

Sincerely,

[Signature]
Roberto I. Fernandez

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-04/01/99--01098--002
*****70.00 *****70.00

EFFECTIVE DATE
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ARTICLES OF INCORPORATION
OF
FALCON VIDEO, INC.

ARTICLE I - NAME

The name of this corporation is: **FALCON VIDEO, INC.**

ARTICLE II - DURATION

This corporation is to have perpetual existence commencing **June 1, 1999**

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America or property, labor or services at a valuation to be fixed by the Director.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is **2601-38 S. Military Trail, West Palm Beach, FL 33415** and the name and address of the initial registered agent is **Jose Alarcon, at 3873 Alcantara Ave, Miami, FL 33178.**

ARTICLE VI INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased by the By-Laws to seven directors, but shall never be less than one. The name and address of the initial director of this corporation is **Jose Alarcon, at 3873 Alcantara Ave, Miami, FL 33178.**

ARTICLE VII INITIAL SUBSCRIBERS OF THE STOCK

The name and post office address of each subscriber and the number of shares of stock which each agrees to take are as follows, all the proceeds of which will amount to at least \$ 500.00.

Jose Alarcon	\$ 500.00
3873 Alacantara Ave	100 Shares
Miami, FL 33178	

ARTICLE VIII INCORPORATION

The names and addresses of the persons signing these Articles are

Jose Alarcon	3873 Alcantara Ave, Miami, FL 33178
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ARTICLE IX INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE X OFFICERS

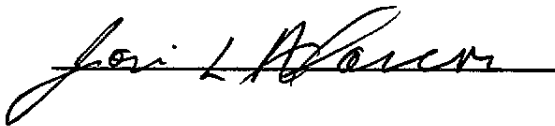
This corporation shall initially have one officer consisting of a President/ Treasurer/Secretary.

The number and type of officers may change from time to time by the bylaws, but shall never be less than one officer consisting of a President/Secretary.

The name and address of the officer is as follows:

Jose Alarcon, 3873 Alcantara Ave., Miami, FL 33178, President/Treasurer/ and Secretary.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28 day of March, 1999.




STATE OF FLORIDA
:SS:
COUNTY OF MIAMI-DADE:

BEFORE ME, A Notary Public authorized to take acknowledgments personally appeared Jose Alarcon, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

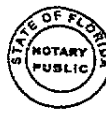
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this

28 day of MARCH, 1999



Notary Public, State of Florida

My commission expires:

 ROBERTO I FERNANDEZ
My Comm Exp. 8/06/00
Bonded By Service Ins
No CC574889
 Personally Known Other I. D.

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ACCEPTANCE OF REGISTERED AGENT

**The undersigned, Jose Alarcon, 3873 Alcantara Ave Miami, FL, 33178,
hereby is familiar and accepts the duties and responsibilities as
Registered Agent for Falcon Video, Inc.**

Dated 3/28/99


JOSE ALARCON