

Division of Corporations

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Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (850) 922-4001

From:

Account Name : ACE INDUSTRIES, INC.

Account Number : 070744001530

Phone : (305) 358-2571

Fax Number : (305) 358-7832

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

JMG VIDEO GROUP CORPORATION

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ARTICLES OF INCORPORATION

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Article 1: Name of Corporation: JMGVIDEO GROUP CORPORATION

Address of Corporation: 5401 COLLINS AVENUE M22

MIAMI BEACH, FLORIDA 33140

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 10,000,000, with a par value of \$0.001.
(PAR VALUE IS NOT REQUIRED).

Article 3: REGISTERED AGENT: JOSEPH DE MARJIO

REGISTERED OFFICE: 5401 COLLINS AVENUE M22

MIAMI BEACH, FLORIDA 33140

* I am familiar with and hereby accept the duties and responsibilities as Registered Agent for said corporation.

07 / 08 / 99
Date


Signature of Registered Agent

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED).
First listed is President, second is Vice President, then Secretary/Treasurer.

1. JOHN MAGUIRE, 5401 COLLINS AVENUE M22, MIAMI BEACH, FLORIDA 33140

2.

3.

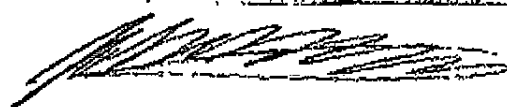
Article 5: The NAME and ADDRESS of the INCORPORATOR is:

JOHN MAGUIRE

5401 COLLINS AVENUE M22

MIAMI BEACH, FLORIDA 33140

In witness whereof, I have subscribed my name:


Signature of Incorporator

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Prepared by: Ace Industries, Inc., 54 NW 11th Street, Miami, FL 33136, (305) 358-2571