

P9900070254

W. D. HANFORD
FIRST UNION BANK BUILDING
8603 S. DIXIE HWY. STE. 207
MIAMI, FL 33143
Ph. 305 667-7271
Fax 305 662-8761

FILED

99 AUG -2 PM 12: 21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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****122.50 *****78.75

July 29, 1999

Secretary of State
Division of Corporations
The Capitol
Room 2001
Tallahassee, FL 32301

Re: V. Productions, Inc.

Dear Sir or Madam:

Enclosed please find an original and copy of Articles of Incorporation for V. Productions, Inc. together with my check, in the amount of \$122.50.

Please file this corporation with the State of Florida and return a certified copy to my attention.

Thank you for your cooperation.

Very truly yours,

W. D. Hanford
W. D. HANFORD
WDH/mh
Enc.

W. D. Hanford's GAVE
Secretary Marion
AUTHORIZATION BY PHONE TO
CORRECT *RA address*
DATE *August 11*
DSC. EXAM. *PH*

PH 8/9/99

**ARTICLES OF INCORPORATION
OF
V PRODUCTIONS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is: V Productions, Inc.

The address of the principal office of this corporation is 14201 S.W. 78 Court, Miami, Florida 33158, and the mailing address for the corporation will be the same.

ARTICLE II - DURATION

The duration of this corporation shall be perpetual.

ARTICLE III- PURPOSE

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

ARTICLE IV - COMMON SHARES

This corporation is authorized to issue 1,000 shares of common stock at \$1.00 par value, which shall be designated common shares.

ARTICLE V- PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 8603 S. Dixie Hwy, Suite 207, Miami, Florida 33143.

The name of the initial registered agent of this corporation at this address is:

**W. D. Hanford
8603 South Dixie Highway, Suite 207
Miami, Florida 33143**

ARTICLE VII- INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

**Valery Dorshimer
14201 S.W. 78 Court
Miami, Florida 33158**

ARTICLE VIII - INCORPORATION

The name and address of the person signing these articles is:

**Valery Dorshimer
14201 S.W. 78 Court
Miami, Florida 33158**

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and shareholders.

ARTICLE X - SHAREHOLDER APPROVAL FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case.

ARTICLE XI - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29 day of July, 1999.

Valery Dorshimer
VALERY DORSHIMER

STATE OF FLORIDA)

)ss:

COUNTY OF MIAMI-DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County aforesaid, personally appeared VALERY DORSHIMER, known to me and known to 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 29 day of July, 1999.

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NOTARY PUBLIC  
STATE OF FLORIDA  
Walter D. Hanford  
Notary Public, State of Florida  
Commission No. CC 659269  
My Commission Exp. 08/17/2001  
~~~~~  
1-800-3-NOTARY - Fla. Notary Service & Bonding Co.
~~~~~  
My commission expires:

Walter D. Hanford  
Notary Public, State of Florida

#### REGISTERED AGENT ACCEPTANCE

The undersigned Registered Agent hereby accepts his appointment as Registered Agent of the corporation.

W. D. Hanford  
W. D. HANFORD

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA