W. D. HANFORD

W. D. HANFORD

FIRST UNION BANK BUILDING

8603 S. DIXIE HWY. STE. 207

MIAMI, FL 33143
Ph. 305 667-7271
Fax 305 662-8761

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

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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

WDH/mh

Enc.

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### ARTICLES OF INCORPORATION

**OF** 

FILED

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SEUNETARY OF STATE
TALLAHASSEE, FLORIDA

## V PRODUCTIONS, INC.

### **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.

Vally Woshine Valery porshimer

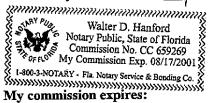
STATE OF FLORIDA

)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 3-9 day of July, 1999.



Notary Public, State of Florid

REGISTERED AGENT ACCEPTANCE

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

W D HANFORD

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