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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 : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

TONY'S VIDEO INC.

Certificate of Status	0
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Estimated Charge	\$78.75

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ARTICLE OF INCORPORATION

OF

TONY'S VIDEO INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: TONY'S VIDEO INC.

The principal place of business of this corporation shall be:
5985 W. 25 CT.
Hialeah, Florida 33016

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United State, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 100 x \$ 10. 00 = \$ 1,000.00

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

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ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is(are):

MARCOS A. AMORES
516 NW. 59 CT.
MIAMI, FLORIDA 33126

DIRECTOR

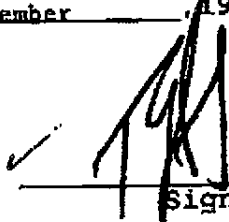
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the Incorporator(s) to these Article of Incorporation is (are):

MARCOS A. AMORES
516 NW. 59 CT.
MIAMI, FLORIDA 33126

PRESIDENT, SECRETARY & TREASURER
100 shares

The undersigned has(have) executed these Article of Incorporation this 29 th. day of September, 1999.



Signature/Title

Signature/Title

Signature/Title

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: _____

TONY'S VIDEO INC.

2. The name and address of the registered agent and office is _____
(Name)

516 NW. 59 CT.

(P. O. BOX NOT ACCEPTABLE)

MIAMI, FLORIDA 33126

(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS MY POSITION AS REGISTERED AGENT

SIGNATURE _____

DATE 09-29-99