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Account Name : LEVINE & PARTNERS, P.A.
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FLORIDA PROFIT CORPORATION OR P.A.

AMERICAN DVD, INC.

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ARTICLES OF INCORPORATION OF
AMERICAN DVD, INC.

ARTICLE I
NAME

The name of the Corporation is AMERICAN DVD, INC.

ARTICLE II
DURATION

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

ARTICLE III
PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

ARTICLE IV
PRINCIPAL OFFICE

The principal office of the corporation is: 1717 N. Bayshore Drive, Suite 2750, Miami, Florida 33132.

ARTICLE V
MAILING ADDRESS

The mailing address of the corporation is: 1717 N. Bayshore Drive, Suite 2750, Miami, Florida 33132.

Prepared By:
Alan W. Levine, Esq.
LEVINE & PARTNERS, P.A.
1110 Brickell Avenue, 7th Floor
Miami, Florida 33131
Telephone: (305) 372-1350
Florida Bar Number: 866822

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**ARTICLE VI
CAPITAL STOCK**

This Corporation is authorized to issue 600 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

**ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of this Corporation is 1110 Brickell Avenue, 7th Floor, Miami, Florida 33131, and the name of the initial Registered Agent of this Corporation at that address is Alan W. Levine, Esq.

**ARTICLE VIII
INCORPORATOR**

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

<u>Name</u>	<u>Address</u>
Alan W. Levine, Esq.	1110 Brickell Avenue, 7th Floor Miami, Florida 33131

**ARTICLE IX
OFFICERS/DIRECTORS**

The initial officers of the corporation are:

President:	Riccardo Olivieri
Secretary:	Riccardo Olivieri
Treasurer:	Riccardo Olivieri

**ARTICLE X
POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

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STATE OF FLORIDA :
 : ss:
COUNTY OF DADE :

ALAN W. LEVINE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, ALAN W. LEVINE, who is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this 7th day of December, 1999.

Eliabon P. Breen
NOTARY PUBLIC STATE OF FLORIDA AT LARGE

My commission expires:



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CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT AMERICAN DVD, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE
LAWS OF THE STATE OF FLORIDA, HAS NAMED ALAN W. LEVINE, ESQ., LOCATED
AT 1110 BRICKELL AVENUE, 7TH FLOOR, MIAMI, FLORIDA 33131, ITS REGISTERED
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.



ALAN W. DEVINE, INCORPORATOR
DECEMBER 7, 1999

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT, AND I FURTHER AGREE
TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER
AND COMPLETE PERFORMANCE OF MY DUTIES.



ALAN W. LEVINE, ESQ.

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TALLAHASSEE, FLORIDA

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