

David A. Glant

Attorney at Law
A Professional Association

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October 24, 2002

Office of the Secretary of State
Division of Corporations
New Filings Section
Tallahassee, Florida 32399-3680

Re: VIDEO CITY OF ALACHUA, INC.


Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation for VIDEO CITY OF ALACHUA, INC., together with our check in the amount of \$78.75 for the filing fee, registration of the resident agent, and a certificate of filing.

When the filing of this new corporation has been completed, please return the Articles of Incorporation and certificate of filing to the undersigned at the address listed above.

Thank you for your attention.

Sincerely,



David A. Glant

DAG:scp
Enclosures

ARTICLES OF INCORPORATION
OF
VIDEO CITY OF ALACHUA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be: **VIDEO CITY OF ALACHUA, INC.**

The principal place of business of this corporation shall be: 15530 NW Highway 441, Alachua, Florida 32615.

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 States, 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 1,000 shares with a \$1.00 (one dollar) par value.

ARTICLE IV TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V OFFICERS & DIRECTORS

The names and addresses of the initial officers who shall hold office the first year of the corporation's existence or until their successors are elected are:

George E. MacKinnon
President/Director
825 NW Santa Fe Blvd.
High Springs, FL 32643

Cynthia L. MacKinnon
Secretary/Treasurer/Director
825 NW Santa Fe Blvd.
High Springs, FL 32643

ARTICLE VI INCORPORATORS

The names and street addresses of the incorporators to this articles of incorporation are:

George E. MacKinnon
825 NW Santa Fe Blvd.
High Springs, FL 32643

Cynthia L. MacKinnon
825 NW Santa Fe Blvd.
High Springs, FL 32643

ARTICLE VII CLASSES OF STOCK

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than **thirty-five (35) persons**. Stock will be issued and transferred only to (1) natural persons, (2) estates, or (3) a trust qualified under the Internal Revenue Code to hold stock of a Sub S Small Business Corporation.

ARTICLE VIII RESTRICTIONS ON STOCK TRANSFER

1. No stockholder shall have the right to sell, assign, pledge and encumber, transfer or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the stockholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of sixty days from the date of signed receipt. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he sees fit, but only to such persons who are authorized by the Internal Revenue Code as stockholders in a Sub S Small Business Corporation.

2. On the death of any stockholder, the corporation shall have the right to purchase all shares that were owned by such stockholder immediately prior to his / her death on terms set forth above and as further detailed in the Bylaws. This provision shall be binding on the executor, administrator or personal representative of each stockholder.

3. Each share certificate issued by the corporation shall have printed or stamped thereon the following.

THESE SHARES ARE HELD SUBJECT TO CERTAIN TRANSFER RESTRICTIONS IMPOSED BY THE ARTICLES OF INCORPORATION OF THE CORPORATION. A COPY OF SUCH ARTICLES IS ON FILE AT THE PRINCIPAL OFFICE OF THE CORPORATION.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 23rd day of October, 2002.

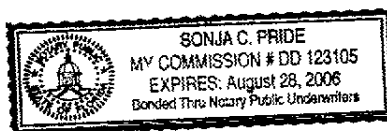
George E. MacKinnon
George E. MacKinnon, Incorporator

Cynthia L. MacKinnon
Cynthia L. MacKinnon, Incorporator

State of Florida
County of Alachua

The foregoing instrument was acknowledged before me on this 23rd day of October, 2002, by George E. MacKinnon and Cynthia L. MacKinnon, his wife, who are personally known to me or produced identification, and who did/did not take an oath.

Sonja C. Pride
Notary Public



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**CERTIFICATE DESIGNATING
REGISTERED AGENT / REGISTERED OFFICE** SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.325, 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 **Video City of Alachua, Inc.**
2. The name and address of the registered agent and office is:

George E. MacKinnon
825 NW Santa Fe Blvd.
High Springs, FL 32643

SIGNATURE: 
George E. MacKinnon, President

DATE: 10/23/02

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 THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE: 
George E. MacKinnon

DATE: 10/23/02