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July 16, 1997

Florida Secretary of State
Division of Corporations
The Capitol, Room 2002
Tallahassee, Florida 32301

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In RE: Incorporation of THE VIDEO CORRAL, INC.

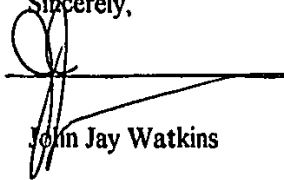
Dear Ladies and Gentlemen:

Enclosed herewith please find the original and one copy of the duly executed Articles Of Incorporation for the above corporation, together with my check for the incorporation fee and one certified copy.

Please file the Articles Of Incorporation and return a certified copy to me in the enclosed self-addressed stamped envelope.

Thank you for your assistance in this matter.

Sincerely,



John Jay Watkins

enclosures

PH
7/21/97

ARTICLES OF INCORPORATION
OF
THE VIDEO CORRAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: CORPORATE NAME. The name of this corporation is: THE VIDEO CORRAL, INC.

ARTICLE II: NATURE OF BUSINESS AND POWERS. The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III: CAPITAL STOCK. The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock, having a par value of \$1.00 per share.

ARTICLE IV: TERM OF EXISTENCE. This corporation shall have perpetual existence, commencing upon the filing of these Articles.

ARTICLE V: REGISTERED AGENT AND INITIAL REGISTERED OFFICE. The Registered Agent and the street address of the Initial Registered Office of this corporation in the State of Florida shall be: John Jay Watkins, 150 South Main Street, Post Office Box 250, LaBelle, Florida, 33975. The Board Of Directors from time to time may move the registered office to any other address in the State of Florida.

ARTICLE VI: BOARD OF DIRECTORS. The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII: INITIAL DIRECTOR. The name and street address of the initial director is:

Leeanne R. Criswell, 401 4th St., Highway 27, Moore Haven, Florida

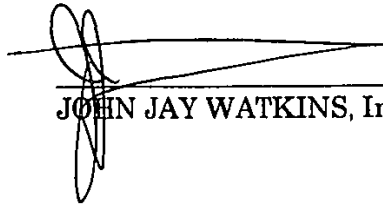
ARTICLE VIII: INCORPORATOR. The name and street address of the person signing these Articles Of Incorporation as the Incorporator is: John Jay Watkins, 150 South Main Street, Post Office Box 250, LaBelle, Florida, 33975.

ARTICLE IX: AMENDMENT. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and

approved at a stockholders's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of this Articles of Incorporation be made.

ARTICLE X. PREEMPTIVE RIGHTS. All shareholders shall be entitled to preemptive rights.

IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation this 16th day of July, 1997.

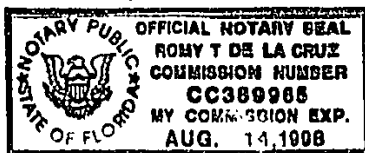


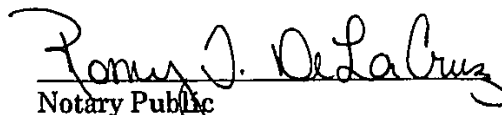
JOHN JAY WATKINS, Incorporator

STATE OF FLORIDA
COUNTY OF HENDRY

BEFORE ME, the undersigned authority, personally appeared JOHN JAY WATKINS, who is personally known to me, and who acknowledged before me that he executed the foregoing Articles of Incorporation for the purposes therein expressed this 16th day of July, 1997.

(notary seal)





Notary Public
My commission expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHO PROCESS MAY BE SERVED**

FILED

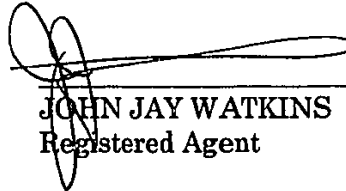
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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

That THE VIDEO CORRAL, INC., desiring to organize under the laws of the State of Florida, with its principal office located at 401 4TH St., Highway 27, Moore Haven, County of Glades, Florida, has named JOHN JAY WATKINS, located at 150 South Main Street, LaBelle, County of Hendry, Florida, 33935, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.



JOHN JAY WATKINS
Registered Agent