

JAN. 11. 2005 10:52AM

CORPORATION SERVICE COMPANY

NO. 39 P. 1/31

F02000004491

Florida Department of State
Division of Corporations
Public Access System

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From: Account Name : CORPORATION SERVICE COMPANY **AZCH**
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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

05 JAN 11 PM 3:11

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

M.G. MIDWEST, INC.

Certificate of Status	0
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Page Count	03
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PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F02000004491
(Document number of corporation (if known))

FILED
05 JAN 11 PM 3:11
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

1. M.G. MIDWEST, INC.
(Name of corporation as it appears on the records of the Department of State)

2. Delaware (Incorporated under laws of) 3. 09/03/2002 (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 12/31/2004

5. MOVIE GALLERY US, INC.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

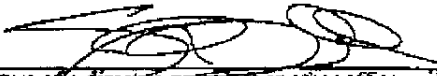
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

N/A
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A
(New jurisdiction)


(Signature of director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

S. Page Todd
(Typed or printed name of person signing)

12/31/04
(Date)

Executive Vice President
(Title of person signing)

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CORPORATION SVC CO

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Delaware

PAGE 1

The First State

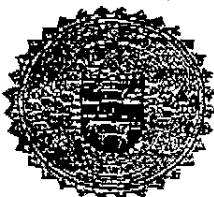
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

"M.G.A., INC.", A DELAWARE CORPORATION,

WITH AND INTO "M.G. MIDWEST, INC." UNDER THE NAME OF "MOVIE GALLERY US, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE EIGHTH DAY OF NOVEMBER, A.D. 2004, AT 4:54 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2004.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2391754 8330

AUTHENTICATION: 3604665

050017503

DATE: 01-07-05

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