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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)



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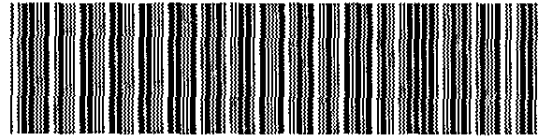
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DIVISION OF CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ACCOUNT NO. : 072100000032

REFERENCE : 836617 7164515

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizot

ORDER DATE : November 27, 2002

ORDER TIME : 10:44 AM

ORDER NO. : 836617-035

CUSTOMER NO: 7164515

CUSTOMER: Ms. Rebecca Brown
M.g.a., Inc.
900 West Main Street

Dothan, AL 36301

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TALLAHASSEE, FLORIDA

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FOREIGN FILINGS

NAME: MOVIE GALLERY SERVICES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Ginger Simmons -- EXT# 1139

EXAMINER: _____

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Movie Gallery Services, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. 460502279
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 11, 2002 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

900 W. Main Street

7. Dothan, AL 36301
(Principal office address)

900 W. Main Street, Dothan, AL 36301

(Current mailing address)

8. Payroll services. To engage in any act or activity for which corporations may be organized.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (Zip code)

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

By: Dolores Burton
(Registered agent's signature)

Dolores Burton, Assistant Vice President

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____


Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. S. Page Todd, Senior Vice President
(Typed or printed name and capacity of person signing application)

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OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Joe T. Malugen	President and Chief Executive Officer	900 West Main Street Dothan, Alabama 36301
J. Steven Roy	Executive Vice President and Chief Financial Officer	900 West Main Street Dothan, Alabama 36301
Jeffrey S. Stubbs	Executive Vice President - Store Operations	900 West Main Street Dothan, Alabama 36301
S. Page Todd	Senior Vice President, Secretary and General Counsel	900 West Main Street Dothan, Alabama 36301
H. Harrison Parrish	Senior Vice President	900 West Main Street Dothan, Alabama 36301
Craig Steeves	Senior Vice President - Inventory Management and Distribution	900 West Main Street Dothan, Alabama 36301
Curry M. Herring	Senior Vice President - Deputy to Chief Executive Officer	900 West Main Street Dothan, Alabama 36301
Keith A. Cousins	Senior Vice President - Development	900 West Main Street Dothan, AL 36301
Mark S. Loyd	Senior Vice President - Purchasing and Product Management	900 West Main Street Dothan, Alabama 36301
Richard R. Langford	Senior Vice President - Chief Information Officer	900 West Main Street Dothan, Alabama 36301
Theodore L. Innes	Senior Vice President - Sales and Marketing	900 West Main Street Dothan, Alabama 36301
Ken Motzenbecker	Senior Vice President - Support Operations	900 West Main Street Dothan, Alabama 36301
Jeffry B. Gordon	Vice President - Legal Assistant Secretary & Assistant General Counsel	900 West Main Street Dothan, Alabama 36301
Brad Griffin	Vice President - Construction	900 West Main Street Dothan, Alabama 36301

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ALABAMA
DOETHAN

James A. Pongonis	Vice President – Human Resources	900 West Main Street Dothan, Alabama 36301
Robert A. Suominen	Vice President – Analysis	900 West Main Street Dothan, Alabama 36301
Ivy M. Jernigan	Vice President – Controller	900 West Main Street Dothan, Alabama 36301
Michelle K. Lewis	Vice President – Finance	900 West Main Street Dothan, Alabama 36301
Gary N. Hay	Vice President – Concessions	900 West Main Street Dothan, Alabama 36301
Rebecca B. Brown	Vice President - Corporate Law and Assistant Secretary	900 West Main Street Dothan, Alabama 36301
Leah C. Brook	Vice President – Operations Compliance	900 West Main Street Dothan, Alabama 36301
Nicholas H. Mitchell	Vice President - Eastern Zone	2000 Schillinger Road, Ste. B Mobile, Alabama 36695
Christopher J. Germond	Vice President - Western Zone	6040 N. Lockwood Ridge Rd. Sarasota, Florida 34243
Stephen C. Greenlaw	Vice President – Midwest Region	7511 Outerloop Plaza Louisville, Kentucky 40228
Michael G. Haskell	Vice President - Mid States Region	3807 Dickerson Road, Ste. J Nashville, Tennessee 37207
Christopher R. Olsen	Vice President - Southwest Region	7301 Burnet Road, Ste. 102 Austin, Texas 78755
David R. Hunsicker	Vice President - Southeast Region	900 West Main Street Dothan, Alabama 36301
Kevin J. Owen	Vice President - Northeast Region	46 Bangor Street Augusta, Maine 04330
Jane L. Day	Vice President - Great Lakes Region	3123 Sylvania Avenue Toledo, Ohio 43613

CLERK OF DISTRICT COURT
 ALABAMA
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M.G. MIDWEST, INC.
BOARD OF DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
Joe T. Malugen	900 West Main Street Dothan, Alabama 36301
J. Steven Roy	900 West Main Street Dothan, Alabama 36301
S. Page Todd	900 West Main Street Dothan, Alabama 36301

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TALLAHASSEE, FLORIDA

Delaware

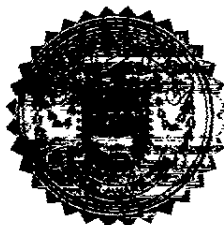
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MOVIE GALLERY SERVICES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF NOVEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MOVIE GALLERY SERVICES, INC." WAS INCORPORATED ON THE ELEVENTH DAY OF JUNE, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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020733145

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2114923

DATE: 11-27-02