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RECEIVED 151 SEP 06
-06/21/95--01006--009
*****70.00 *****70.00

June 13, 1995

Qualification/Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Smart Check Video Systems, Inc.

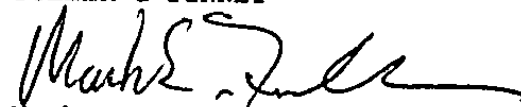
Dear Sir or Madam:

Enclosed for recording are the following documents:

1. Transmittal Letter;
2. Application by Foreign Corporation for Authorization to Transact Business in Florida;
3. Original Certificate of Good Standing in the State of Minnesota;
4. Check in the amount of \$70.00 made payable to the Florida Department of State representing a \$35.00 filing fee and the \$35.00 registered agent designation fee.

Very truly yours,

FULLER & FINNEY


Mark E. Fuller

MEF/pat
Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN 21 AM 10:42
6-21

TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

SUBJECT: Smart Check Video Systems, Inc.
(Name of corporation)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Mark E. Fuller
(Name of Person)

Fuller & Finney
(Firm/Company)

3300 Edinborough Way, Suite 712
(Address)

Edina, MN 55435
(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

Mark E. Fuller at (612) 835 - 9900
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Registration Sec.
Division of Corporations
409 E. Gainer St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 21 AM 10:42

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. Smart Check Video System, 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. Minnesota
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. May 30, 1995
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. No business transacted to date
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. International Market Square, 275 Market Street,
Suite 1001, Minneapolis, MN 55405
(Current mailing address)
8. General business purposes and video rental
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: Kathleen Ann Felszer
Office Address: 1027 Edgemere Drive
Fort Myers, Florida, 33919
(Zip Code)

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.

Kathleen Felszer
(Registered agent's signature)

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: Mark Youngquist

Address: International Market Square

275 Market Street, Suite 1001
Minneapolis, MN 55405

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Mark Youngquist

Address: International Market Square, 275

Market Street, Suite 1001, Minneapolis,
MN 55405

Vice President: None

Address: _____

Secretary: Mark Youngquist

Address: International Market Square, 275

Market Street, Suite 1001, Minneapolis,
MN 55405

Treasurer: Mark Youngquist

Address: International Market Square, 275

Market Street, Suite 1001, Minneapolis,
MN 55405

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

13.

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

14.

Mark Youngquist

(Typed or printed name and capacity of person signing application)

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

I, Joan Anderson Growe, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

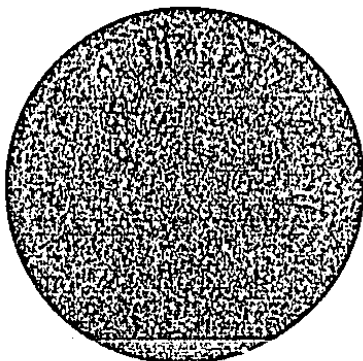
Name: Smart Check Video Systems, Inc.

Date Formed: 05/30/1995

Chapter Governed By: 302A

This certificate has been issued on 06/06/95.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 21 AM 10:42



Joan Anderson Growe
Secretary of State.

FULLER & FINNEY

Attorneys at Law
3300 Edinborough Way
Suite 712
Edina, MN 55435

Tel. No. (612) 836-9900
Fax No. (612) 836-2984

Stuart L. Finney
Mark E. Fuller
Emily Wallace-Jackson

795000003019

August 9, 1996

Amendment Section
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

700001920947
-08/13/96--01163--003
*****35.00 *****35.00

Re: Change of Name Smart Check Video Systems, Inc.
to Robert Price, Inc.

Dear Sir or Madam:

Enclosed for filing are the following documents:

1. Profit Corporation Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida.
2. Certificate of Name Change of Smart Check Video Systems, Inc. to Robert Price, Inc.

I am enclosing the filing fee in the amount of \$35.00

Very truly yours,

FULLER & FINNEY

Mark E. Fuller (pat)
Mark E. Fuller

MEF/pat
Enclosure

APPROVED
AND
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
AUG 13 1996

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)

1. Smart Check Video Systems, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Minnesota 3. June 21, 1995
Incorporated under laws of 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? May 17, 1996

5. Robert Price, 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.

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

New Duration

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

New Jurisdiction

Mark Youngquist
Signature

7/26/96
Date

Mark Youngquist
Typed or printed name

President
Title

APPROVED
AND
FILED
65 AUG 13 1995
TALLAHASSEE
FLORIDA

State of Minnesota

SECRETARY OF STATE

Certificate of Name Change

I, Joan Anderson Growe, Secretary of State of Minnesota, do certify that the corporation listed below filed an amendment of its articles of incorporation, or, in the case of a non-Minnesota corporation, a certificate of name change, changing its name with this office on the date listed below, and that the corporation has complied with the relevant laws of Minnesota with respect to that filing.

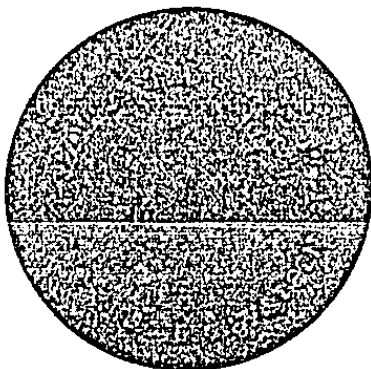
Old Name: Smart Check Video Systems, Inc.

New Name: Robert Price, Inc.

State of Incorporation: MN

Date Amendment filed: 05/17/1996

This certificate has been issued on 08/06/96.



Joan Anderson Growe
Secretary of State.