

F95000004473

Document Number Only

C T CORPORATION SYSTEM
 Registrant's Name
 660 East Jefferson Street
 Address
 Tallahassee, Florida 32301
 City State Zip Phone
 904-222-1092
 CORPORATION(S) NAME

200001585282
 -03/15/95--01001--002
 *****70.00 *****70.00

Florida Enterprises, Inc.
 Alaska
 Video Ave. Inc.

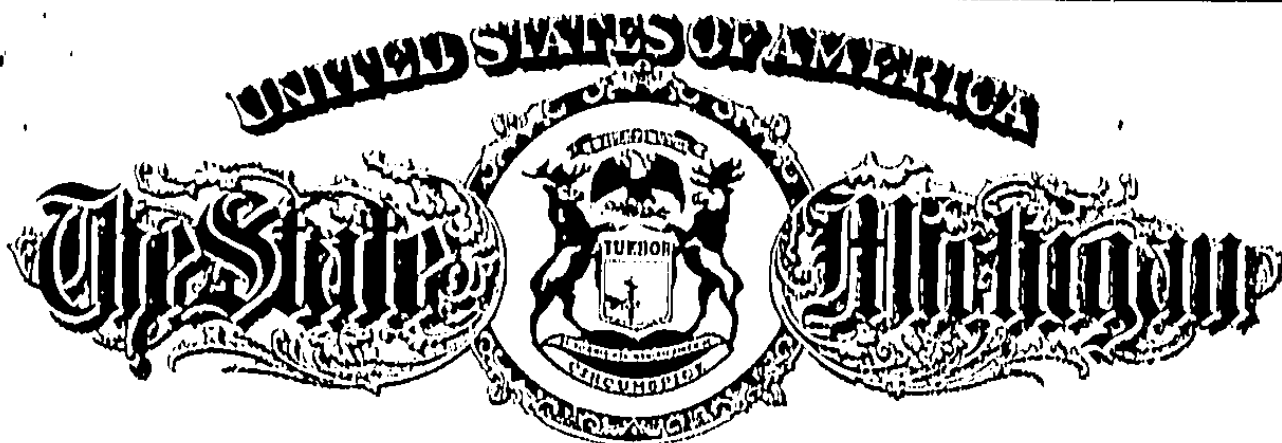
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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Offer |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Resurrection | <input type="checkbox"/> Change of N.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> CUS/ G/A |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input checked="" type="checkbox"/> Walk In | | |
| <input type="checkbox"/> Mail Out | | |

Name
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Updater
Verifier
Acknowledgment
W.P. Verifier

9/14/95

PLEASE RETURN EXTRA COPY(S)
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Needs filing date of
 9/14/95



Michigan Department of Commerce

Lansing, Michigan

This is to Certify That

FLORIDA ENTERPRISES, INC.

*was validly incorporated on August 9, 1995, as a Michigan profit corporation,
and said corporation is validly in existence under the laws of this State.*

*This certificate is issued to attest to the fact that the corporation is in good standing
in this office as of this date and is duly authorized to transact business or conduct
affairs in Michigan and for no other purpose. It is in the usual form, made by me
as the proper officer, and is entitled to have full faith and credit given it in every
court and office within the United States.*

FILED
95 SEP 14 PM 6:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 14th day
of August, 1995.*

Carl L. Lipp, Director
Corporation & Securities Bureau

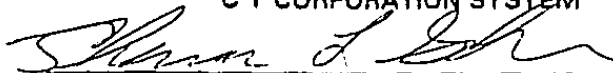
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TRANSACT BUSINESS IN FLORIDA**

**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. FLORIDA ENTERPRISES, 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. Michigan
(State or country under the law of which it is incorporated)
3. 38-3251662
(FEI number, if applicable)
4. August 9, 1995 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification in Florida
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.158, F.S.))
7. 836 Phoenix
Ann Arbor, MI 48108
(Current mailing address)
8. Video Rental Business
(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: C T CORPORATION SYSTEM
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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.

C T CORPORATION SYSTEM

(Registered agent's signature) (Officer)

SHARON L. GAHLAN - ASST. V.P.

(Type Name and Title of Officer)

95 SEP 14 PM 4:01
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CLERK OF DISTRICT COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
FLORIDA

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: RAY SUMON

Address: 836 Phoenix

Ann Arbor, MI 48108

Director: _____

Address: _____

B. OFFICERS

President: Ray Sumon

Address: 836 Phoenix

Ann Arbor, MI 48108

Vice President: _____

Address: _____

Secretary: Ray Sumon

Address: 836 Phoenix

Ann Arbor, MI 48108

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FUG-00-1995 16141

CT CCFP

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P.03

Treasurer: Ray Simon

Address: 836 Phoenix
Ann Arbor, MI 48108

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

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

14. Ray Simon President
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Ray Sumon, do hereby certify
that this Resolution of the Board of Directors of Florida Enterprises, Inc.,
a corporation duly organized and existing under the laws of the State of Michigan,
was duly adopted on August 9, 19 95.

Resolved, that Florida Enterprises, Inc. organized
and existing in the State of Michigan, hereby adopts the
name VIDEO AVE., INC. for use in Florida.

Dated: August 9, 1995



Ray Sumon Signature of at least one director Director

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F95000004473

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

FLORIDA ENTERPRISES, INC. transacting business in Florida as VIDEO AVE.,
INC., A MICHIGAN CORPORATION, F95000004473.

INTO

R & M VIDEOS, INC. which changed its name to

VIDEO AVENUE ENTERTAINMENT, INC., a Florida corporation,
P96000038550

File date: December 23, 1996, effective January 1, 1997

Corporate Specialist: Nancy Hendricks

Account number: 072100000032

Account charged: 175.00