

F96000000078

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Video Warehouse of Tallahassee, Inc.
(Name of corporation - must include suffix)

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:

Jerome Adams

(Name of Person)

Jerome Adams, Attorney at Law

(Firm/Company)

P.O. Box 1005

(Address)

400001676964

-01705796--01074--001

*****70.00 *****70.00

Douglas, Georgia 31533

(City/State/Zip)

Postmarked 12/28/95

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

Jerome Adams

(Name of Person)

at (912) 384-7109

(Area Code & Daytime Telephone Number)

HK. 1/4

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -4 AM 9:00

**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. Video Warehouse of Tallahassee, 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. Georgia
(State or country under the law of which it is incorporated)
3. 58-2205732
(FEI number, if applicable)
4. October 31, 1995
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. October 13, 1995
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 217 South Madison Avenue
Douglas, Georgia 31533
(Current mailing address)

To operate a video rental business. To engage in the renting of videos, to deal in the buying and selling of videos, and all equipment and activities related

8. to the home entertainment 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: (P.O. Box or Mail Drop Box **NOT** acceptable)

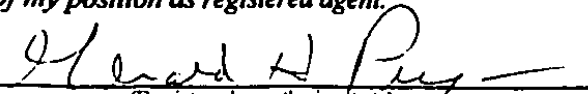
Name: Gerald H. Pryor

Office Address: 615 Universal Drive

Tallahassee, Florida, 32303
(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.


(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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN - 4 AM 9:00

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Gerald H. Pryor

Address: 217 South Madison Avenue Douglas, GA 31533

Vice Chairman: Kevin Griffin

Address: 217 South Madison Avenue Douglas, GA 31533

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Gerald Pryor

Address: 217 South Madison Avenue

Douglas, Georgia 31533

Vice President: Kevin Griffin

Address: 217 South Madison Avenue

Douglas, Georgia 31533

Secretary: Mike Harden

Address: 217 South Madison Avenue

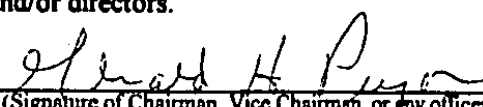
Douglas, Georgia 31533

Treasurer: Mike Harden

Address: 217 South Madison Avenue

Douglas, Georgia 31533

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. Gerald H. Pryor Chairman/President
(Typed or printed name and capacity of person signing application)

Secretary of State
Business Information and Services
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 953380052
CONTROL NUMBER : 9532641
DATE INC/AUTH/FILED : 10/31/1995
JURISDICTION : GEORGIA
PRINT DATE : 12/04/1995
FORM NUMBER : 211

JEROME ADAMS
PO BOX 1005
DOUGLAS GA 31533

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -4 AM 9:00

CERTIFICATE OF EXISTENCE

I, **MAX CLELAND**, Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

VIDEO WAREHOUSE OF TALLAHASSEE, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up, or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

Max Cleland

MAX CLELAND
SECRETARY OF STATE



CORPORATIONS
656-2817

CORPORATIONS HOT LINE
404-656-2222
Outside Metro-Atlanta