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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 29 PM 12:21

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (If known):

- 1 Hollywood Entertainment Corporation (Document #) 201001885682
(Corporation Name) 07/05/96--01053--091
2 (Document #) *****70.00 *****70.00
(Corporation Name) W96-14/61
3 (Document #)
(Corporation Name)
4 (Document #)
(Corporation Name)

☒ Walk In

☐ Pick Up Time

☐ Mail Out

☐ Will Wait

☐ Photocopy

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☐ Certificate of Status

☐ Certificate of Good Standing

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R A, Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**HOLD FOR
PICKUP BY
UCC SERVICES**

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

96 JUL 29 11:00

DEPARTMENT OF CORPORATIONS

NEED TODAY

July 5, 1996

UCC FILING & SEARCH

SUBJECT: HOLLYWOOD ENTERTAINMENT CORPORATION
Ref. Number: W96000014161

Resubmitted
7/29/96

We have received your document for HOLLYWOOD ENTERTAINMENT CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

The attached form must be completed in order to file the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 596A00033047

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RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Donald J. Ekman, do hereby certify
(Name)

that this Resolution of the Board of Directors of Hollywood Entertainment Corporation

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Oregon,

was duly adopted on June 2, 1988.

Be it resolved, that Hollywood Entertainment Corporation,
(Corporate Name)

organized and existing in the State of Oregon, hereby adopts the name

Hollywood Video Superstores, Inc. for use in Florida.

Dated: 7/23/96


Signature of either Chairman, Vice Chairman or any officer

Donald J. Ekman
Type or print name

INH319(476)

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

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

1. Hollywood Entertainment Corporation
(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. Oregon
(State or country under the law of which it is incorporated)
3. 93-0981138
(FEI number, if applicable)
4. June 6, 1988
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.150, F.S.))
7. 25600 SW Parkway Center Drive
Wilsonville, Oregon 97070
(Current mailing address)
8. Rental and sale of video cassettes, disks, equipment, games, music videos
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) related products.
9. Name and street address of Florida registered agent:
Name: NRAI Services, Inc.
Office Address: 526 E. Park Avenue
Tallahassee, Florida, 32301
(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.

NRAI Services, Inc.

by: Barbara A. McCord, Assistant Sec.
(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: (Street address ONLY- P. O. Box NOT acceptable)

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

Chairman: Mark J. Wattles

Address: 25600 SW Parkway Center Drive

Wilsonville, OR 97070

Vice Chairman: Donald J. Ekman

Address: 25600 SW Parkway Center Drive

Wilsonville, OR 97070

Director: James N. Cutler

Address: 25600 SW Parkway Center Drive

Wilsonville, OR 97070

Director: Richard A. Galanti

Address: 25600 SW Parkway Center Drive

Wilsonville, OR 97070

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

President: Mark J. Wattles

Address: 25600 SW Parkway Center Drive

Wilsonville, OR 97070

Vice President: Donald J. Ekman

Address: 25600 SW Parkway Center Drive

Wilsonville, OR 97070

Secretary: Donald J. Ekman

Address: 25600 SW Parkway Center Drive

Wilsonville, OR 97070

Treasurer: Doug Gordon

Address: 25600 SW Parkway Center Drive

Wilsonville, OR 97070

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

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

14. Donald J. Ekman, Vice President
(Typed or printed name and capacity of person signing application)

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CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

I, PHIL KEISLING, Secretary of State of Oregon, and Custodian of the Seal
of said State, do hereby certify:

HOLLYWOOD ENTERTAINMENT CORPORATION

was
incorporated
under the Oregon
Business Corporation Act
on
June 2, 1988

and is active on the records of the Corporation
Division as of the date of this certificate.

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In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the
State of Oregon.

PHIL KEISLING, Secretary of State

By Jana S. Breneman
Jana S. Breneman
July 2, 1996