

F98000005722

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

M.G.A., Inc.

500002662485-3
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*****70.00 *****70.00

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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 Co. | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <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 | | |

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Name
Availability
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Verifier
Acknowledgment
W.P. Verifier

10-13-98

Thanks,
Jeff

File Second

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. M.G.A., 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
(State or country under the law of which it is incorporated)
3. 63-0897651
(FEI number, if applicable)
4. July 26, 1996
(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 817.156, F.S.))
7. 739 West Main Street, Dothan, Alabama 36301
(Current mailing address)
8. rental and/or retail sale of video cassettes and any related items
(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 obligation of my position as registered agent.

C T Corporation System

Dale W. Morris

(Registered agent's signature) (Officer)

Dale W. Morris, Assistant Vice President

(Type Name and Title of Officer)

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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: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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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, Sr. Vice President & Secretary

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

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M. G. A., INC.
A Delaware Corporation

LIST OF DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
Joe T. Malugen	739 West Main Street Dothan, Alabama 36301
H. Harrison Parrish	739 West Main Street Dothan, Alabama 36301

WORD\98CORP\LISTOFDIRECTORS\MGADE

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M. G. A., INC.
A Delaware Corporation

LIST OF OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Joe T. Malugen	Chairman of the Board and Chief Executive Officer	739 West Main Street Dothan, Alabama 36301
H. Harrison Parrish	President	739 West Main Street Dothan, Alabama 36301
Robert L. Sirkis	Executive Vice President and Chief Operating Officer	739 West Main Street Dothan, Alabama 36301
J. Steven Roy	Executive Vice President and Chief Financial Officer	739 West Main Street Dothan, Alabama 36301
S. Page Todd	Senior Vice President, Secretary and General Counsel	739 West Main Street Dothan, Alabama 36301
William G. Guerrette, Jr.	Senior Vice President - Product Sales	739 West Main Street Dothan, Alabama 36301
Jeffrey S. Stubbs	Senior Vice President - Store Operations	739 West Main Street Dothan, Alabama 36301
Craig Steeves	Senior Vice President - Special Projects	739 West Main Street Dothan, Alabama 36301
Steven M. Hamil	Senior Vice President, Controller and Chief Accounting Officer	739 West Main Street Dothan, Alabama 36301
Curry M. Herring	Senior Vice President - Deputy to Chief Executive Officer	739 West Main Street Dothan, Alabama 36301
Mark F. Hoffman	Senior Vice President - Development	739 West Main Street Dothan, AL 36301
Mark S. Loyd	Senior Vice President - Purchasing and Product Management	739 West Main Street Dothan, Alabama 36301
Richard R. Langford	Senior Vice President - Management Information Systems	739 West Main Street Dothan, Alabama 36301
Chris Korotky	Vice President - Marketing	739 West Main Street Dothan, Alabama 36301

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Brad Griffen	Vice President – Construction	739 West Main Street Dothan, AL 36301
Bruce Jernigan	Vice President – Support Operations	739 West Main Street Dothan, Alabama 36301
Dena M. Coffman	Assistant Secretary	739 West Main Street Dothan, Alabama 36301
Ken Motzenbecker	Vice President – Retail Coordinator	739 West Main Street Dothan, Alabama 36301

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State of Delaware
Office of the Secretary of State

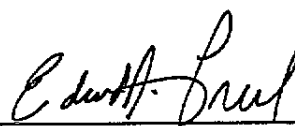
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "M.G.A., INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF OCTOBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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Edward J. Freel, Secretary of State

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AUTHENTICATION:

9344863

DATE:

10-08-98