



THE UNITED STATES
CORPORATION
COMPANY

F99000004523

ACCOUNT NO. : 072100000032

REFERENCE : 354584 7164515

AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 31 PM 3:57

ORDER DATE : August 25, 1999

ORDER TIME : 12:35 PM

ORDER NO. : 354584-015

CUSTOMER NO: 7164515

100002975241--6

CUSTOMER: Ms. Rebecca Boswell
M.g.a., Inc.
739 West Main Street

Dothan, AL 36301

FOREIGN FILINGS

NAME: MOVIEGALLERY.COM, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

RECEIVED
99 AUG 31 PM 2:31
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

hjc
8/31/99

**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.*

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1. MOVIEGALLERY.COM, 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. 63-1230013

(FEI number, if applicable)

4. 07/15/1999

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. upon filing

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. upon filing

739 West Main Street, Dothan, AL 36301

(Current mailing address)

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized.

8. _____

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

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.

Corporation Service Company

By: Bonnie H. Yerry Assist. 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)

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

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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, Senior Vice President

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

MovieGallery.com, Inc.

List of Officers

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<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Joe T. Malugen	Chief Executive Officer	739 West Main Street Dothan, Alabama 36301
H. Harrison Parrish	President	739 West Main Street Dothan, Alabama 36301
William G. Guerrete, Jr.	Senior Vice President and Chief Operating Officer	739 West Main Street Dothan, Alabama 36301
S. Page Todd	Senior Vice President and Secretary	739 West Main Street Dothan, Alabama 36301
J. Steven Roy	Senior Vice President	739 West Main Street Dothan, Alabama 36301

MOVIEGALLERY.COM, INC.
A Delaware Corporation

LIST OF DIRECTORS

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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NAME

ADDRESS

Joe T. Malugen

739 West Main Street
Dothan, Alabama 36301

H. Harrison Parrish

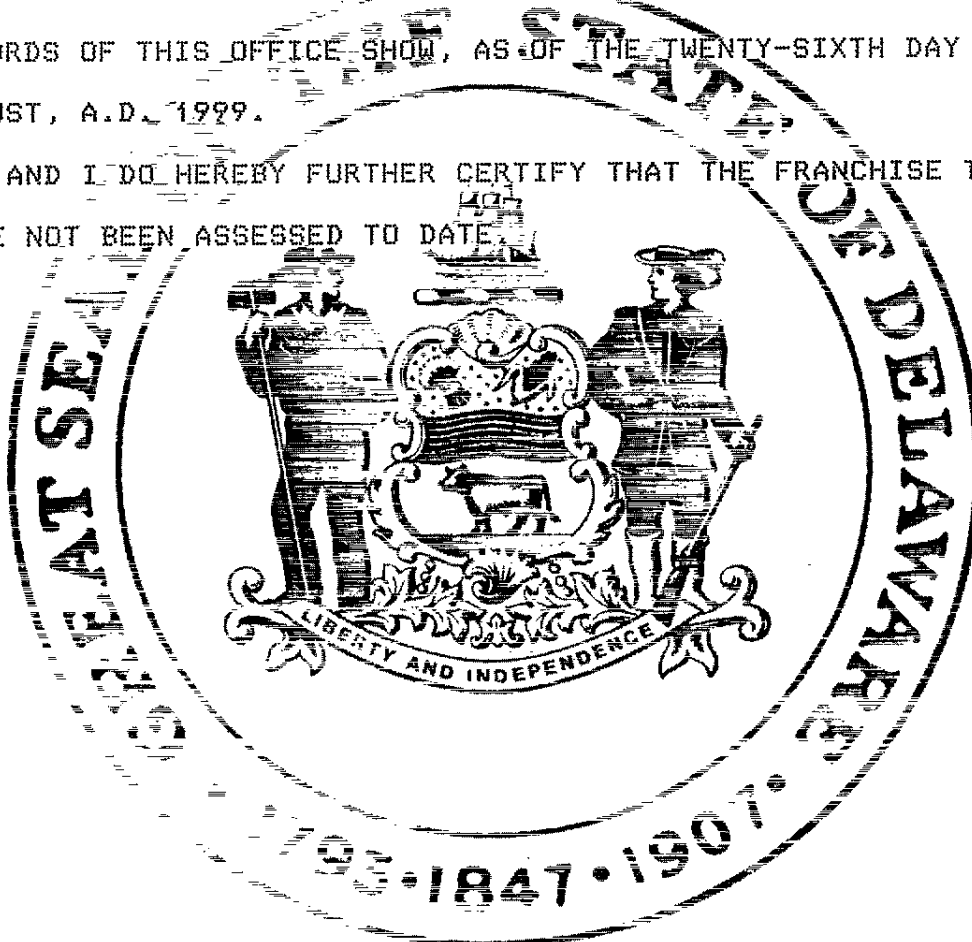
739 West Main Street
Dothan, Alabama 36301

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MOVIEGALLERY.COM, 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 TWENTY-SIXTH DAY OF AUGUST, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

3070379 8300

991356632

AUTHENTICATION: 9940612

DATE: 08-26-99