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SECRETARY OF STATE
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LAW OFFICE OF
BRADFORD J. BEILLY, P.A.
400 SOUTHEAST 18TH STREET
FORT LAUDERDALE, FLORIDA 33316-2820

TELEPHONE: (954) 763-7000
Facsimile (954) 525-0616

July 20, 2004

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
Attn: LLC Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

Re: Amended and Restated Articles of Organization of Video 1
LLC, a Florida Limited Liability Company

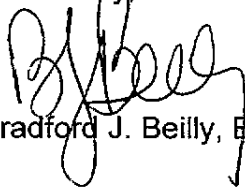
Dear Sir or Madam:

Enclosed is a duplicate set of the Amended and Restated Articles of Organization of Video 1 LLC, a Florida Limited Liability Company, submitted for filing. Also enclosed herewith is a Statement of Acceptance as Position of Registered Agent for Video 1 LLC

Also enclosed is a check in the amount of \$60.00 to file the Amended and Restated Articles of Organization, to receive a Certified Copy of the Amended and Restated Articles of Organization and to receive a Certificate of Status.

Thank you for your assistance in this matter.

Yours truly,


Bradford J. Beilly, Esq.

cc: David Fiore
Video 1 LLC

The Articles of Organization for Video 1 LLC were originally filed on April 8, 2003 and assigned document number L03000012543.

The following Amended and Restated Articles of Organization were adopted by Video 1 LLC. These Amended and Restated Articles of Organization of Video 1 LLC were duly executed and are being filed with the Department of State pursuant to Fla. State 608.411.

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
VIDEO 1 LLC**

ARTICLE I

The name of the Limited Liability Company is Video 1 LLC

ARTICLE II

The street address of the principal office of the Limited Liability Company is:

7106 S. Military Trail, Store #3
Lake Worth, FL 33463

The mailing address of the Limited Liability Company is:

7106 S. Military Trail, Store #3
Lake Worth, FL 33463

ARTICLE III

The Limited Liability Company is organized for the purpose of any and all lawful business.

ARTICLE IV

The name and Florida street address of the registered agent is:

Bradford J. Beilly, Esq.
400 SE 18th St.
Lauderdale, FL 33316

ARTICLE V

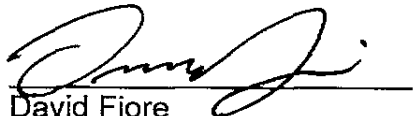
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The managing members of the Limited Liability Company shall be: AUG 19 P 12: 32

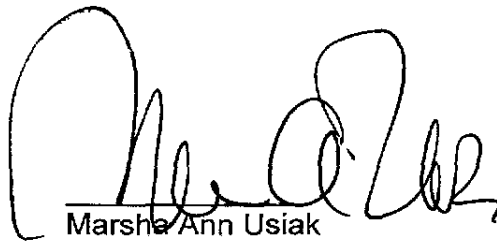
David Fiore, MGRM
7106 S. Military Trail, Store #3
Lake Worth, FL 33463.

Marsha Ann Usiak, SECRETARY OF STATE
7106 S. Military Trail, Store #3
LAKE WORTH, FLORIDA
Lake Worth, FL 33463.

Dated Aug 3, 2004



David Fiore
MGRM, Video 1 LLC



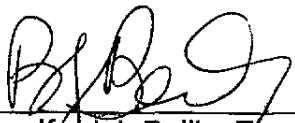
Marsha Ann Usiak
MGRM, Video 1 LLC

STATEMENT OF ACCEPTANCE OF POSITION AS
REGISTERED AGENT FOR VIDEO 1 LLC

The registered agent for Video 1 LLC shall be Bradford J. Beilly, Esq., whose address is 400 SE 18th St., Ft. Lauderdale, FL 33316.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated July 19, 2004


Bradford J. Beilly, Esq.
Registered Agent

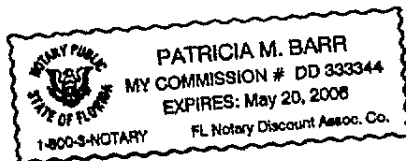
STATE OF FLORIDA)


ss

COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Bradford J. Beilly, Esq. who after first being duly sworn, deposes and states that the foregoing is true.

SWORN TO AND SUBSCRIBED before me this 19th day of July, 2004
by Bradford J. Beilly, Esq. who is personally known to me.




Notary Public

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA