

**P01800039734**  
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April 9, 2001

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-04/17/01--01053--008  
\*\*\*\*122.50 \*\*\*\*\*78.75

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: The Video Superstore II, Inc.

Dear Sir:

Enclosed herewith please find the original Articles of Incorporation of The Video Superstore II, Inc., together with the Certificate Designating Registered Agent. Also enclosed is my check in the amount of \$122.50 to cover the filing fee for the Articles of Incorporation, Certificate Designating Registered Agent, and for obtaining a certified copy of the filed Articles.

Please file the original and return a certified copy to me. A self-addressed, stamped envelope is enclosed for your convenience.

Thanking you for your assistance, I am

Very truly yours,



Bernard C. O'Neill, Jr.

BCO:dss

Enclosures

1. Original Articles of Incorporation
2. Certificate Designating Registered Agent
3. Check

cc Mr. Edward Levine

FILED  
01 APR 17 AM 11:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

4-19-01  
wcc

ARTICLES OF INCORPORATION  
OF  
THE VIDEO SUPERSTORE II, INC.

FILED  
01 APR 17 AM 11:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The name of this corporation is **THE VIDEO SUPERSTORE II, INC.**

ARTICLE II.

PURPOSE

This corporation is organized for the following purposes:

To engage in any or all lawful businesses for which corporations may be incorporated under the laws of Florida.

ARTICLE III.

POWERS

The Corporation shall have the following powers:

A. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

B. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

C. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

D. To lend money to, and use its credit to assist its officers and employees in accordance with law.

E. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with shares or other interests in, or obligations of, other

domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

F. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

G. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

H. To conduct its business, carry on its operations, and have offices and exercise the powers granted by law within or without this State.

I. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

J. To make and alter By-Laws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration and regulation of the affairs of the Corporation.

K. To make donations for the public welfare or for charitable, scientific, or educational purposes.

L. To transact any lawful business which the board of directors shall find will be in the aid of governmental policy.

M. To pay pension and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers and employees of its subsidiaries.

N. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

O. To have and exercise all powers necessary or convenient to effect its purposes.

#### ARTICLE IV.

##### COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence existence upon filing of these Articles, and shall have perpetual existence.

ARTICLE V.

CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of common stock, having a par value of \$1.00 per share.

ARTICLE VI.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2699 Lee Road, Suite 320, Winter Park, Florida, 32789, and the name and address of the initial registered agent of this corporation is: The Principal address is the same.

Bernard C. O'Neill, Jr.  
2699 Lee Road, Suite 320  
Winter Park, Florida 32789

ARTICLE VII.

INITIAL BOARD OF DIRECTORS

This corporation shall have three directors. The number of directors may be either increased or diminished from time to time as set forth in the By-Laws. The name and address of the initial director of this corporation is:

Bernard C. O'Neill, Jr.  
2699 Lee Road, Suite 320  
Winter Park, Florida 32789

ARTICLE VIII.

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Bernard C. O'Neill, Jr.  
2699 Lee Road, Suite 320  
Winter Park, Florida 32789

ARTICLE IX.

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X.

RESTRICTIONS ON TRANSFER OF STOCK

Transfer of shares of capital stock of this corporation may be restricted by the By-Laws or by agreement among the shareholders.

ARTICLE XI.

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

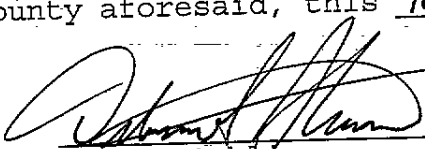
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10 day of April, 2001.

  
Bernard C. O'Neill, Jr.

State of Florida)  
                                  ) ss  
County of Orange)

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county last aforesaid, personally appeared Bernard C. O'Neill, Jr., known to me to be the person who executed the foregoing Articles of Incorporation, and who swore to and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 10th day of April, 2001.

  
Notary Public  
My Commission Expires:



Deborah S. Stewart  
MY COMMISSION # CC649649 EXPIRES  
August 2, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That THE VIDEO SUPERSTORE II, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, being at the City of Orlando, County of Orange, State of Florida, has named Bernard C. O'Neill, Jr., 2699 Lee Road, Suite 320, Winter Park, Florida, 32789, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said offices.

  
Bernard C. O'Neill, Jr.  
Registered Agent

FILED  
01 APR 17 AM 11:46  
SECRETARY OF STATE  
TALLAHASSEE FL 32301