

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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West Vero Videos, Inc

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-07/13/01--01046--008

*****78.75 *****78.75

X

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

X

Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search **J. BRYAN** JUL 13 2001

UCC 11 Retrieval

Courier

FILED
01 JUL 13 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
DEPARTMENT OF STATE
CORPORATION REGISTRATIONS
2001 JUL 13 AM 11:03
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

Signature

Requested by: **KC**

7/13

Name

Date

Time

Walk-In

Will Pick Up

**ARTICLES OF INCORPORATION
OF
WEST VERO VIDEOS, INC.**

FILED
01 JUL 13 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of this corporation is WEST VERO VIDEOS, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1,000,000 shares of common stock having a par value of \$0.01. per share.

ARTICLE IV. TERM OF EXISTENCE

The corporation will have perpetual existence.

ARTICLE V. REGISTERED AGENT AND INITIAL OFFICES

The Registered Agent and the street addresses of the initial Registered Office and Principal Office of this corporation in the state of Florida will be:

Registered Agent & Office
Charles J. Averbook
2887 Banyan Blvd. Cir.
Boca Raton, Florida 33431

Principal Office and Mailing Address
WEST VERO VIDEOS, INC.
2887 Banyan Blvd. Cir.
Boca Raton, Fla. 33431

The Board of Directors may move the above offices to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This corporation will have two directors initially. The number of directors may be increased or decreased by Bylaws adopted by the stockholders, but will never be less than one.

ARTICLE VII. INITIAL DIRECTORS

The names of the initial directors of this corporation and their street addresses are:

Charles J. Averbook
Deborah G. Averbook
2887 Banyan Blvd. Cir.
Boca Raton, Fla. 33431

The persons named as initial directors will hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. DIRECTOR CONFLICT OF INTEREST

A. A contract or other transaction between this corporation and one of its directors or between this corporation and another entity in which one of its directors has any type of interest will not be void or voidable because of that director's interest if full disclosure of the director's interest is made to the Board of Directors or the committee of the Board which voted to approve the contract or transaction.

B. Common or interested directors may be counted to establish a quorum and their votes may be counted at a meeting of the Board of Directors or a committee which approves the above type of contract or transaction.

ARTICLE IX. INFORMAL DIRECTOR OR SHAREHOLDER ACTION

If all the directors or shareholders consent in writing to any action taken or to be taken by the Corporation, and their consents are filed with the Secretary of the Corporation, the action will be as valid as though it had been authorized at a meeting of the Board of Directors or a Meeting of the Shareholders.

ARTICLE X. INCORPORATOR

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

Charles J. Averbook
2887 Banyan Blvd. Cir.
Boca Raton, Fla. 33431

ARTICLE XI. INDEMNIFICATION

The Corporation will indemnify any officer, director, employee, or agent of the Corporation to the fullest extent permitted by law from any liability or penalty resulting from acts or omissions while serving the Corporation. The Corporation will pay a person's expenses, including attorney's fees, in advance of the final disposition of any suit or other proceeding so long as the person agrees to repay the amounts advanced if it is ultimately determined that he is not entitled to indemnification for these expenses. The Board of Directors may authorize the purchase of insurance for indemnification against any risk for persons holding any of the above positions.

ARTICLE XII. AMENDMENT

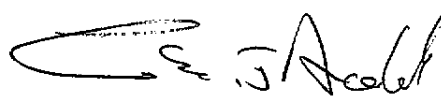
These Articles of Incorporation may be amended in the manner provided by law. Every amendment must be approved by the Board of Directors and approved at a shareholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the shareholders sign a written statement expressing their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XIII. INITIAL BUSINESS

It is the Corporation's intention to initially do business as a Blockbuster Video Franchisee. During the time the Corporation is a Blockbuster Video Franchisee, it shall engage in no other business activity.


I, Charles J. Averbook, as the Incorporator, now sign these Articles of Incorporation as of the date indicated below.

7/12/01
Date


Charles J. Averbook
Incorporator.

STATE OF FLORIDA :
:
COUNTY OF PALM BEACH :

I am a Notary Public. Charles J. Averbook, whom I know to be the person described as Incorporator, signed the foregoing Articles of Incorporation in my presence on the 12th day of JULY, 19 2001


Notary Public, State of Florida

My commission expires:

FLORENCE M. SMITH
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # CC966689
EXPIRES 9/18/2004
BONDED THRU ASA 1-888-NOTARY1

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA, AND NAMING THE REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501 of the Florida Statutes, the following is submitted:

That WEST VERO VIDEOS, INC. desiring to qualify under the laws of the State of Florida, with its principal place of business in the City of Boca Raton, State of Florida, has named Charles J. Averbook, located at 2887 Banyan Blvd. Cir., Boca Raton, Florida 33431, as its Registered Agent to accept service of Process within the State of Florida.

Dated: July 11, 2001

WEST VERO VIDEOS, INC.

Having been named to accept service of process for the above stated corporation at the place designated above, I AGREE TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES relative to the proper and complete performance of my duties.

Dated: July 11, 2001



Charles J. Averbook
(Registered Agent)

FILED
01 JUL 13 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA