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Reply to:

ORLANDO

Date:

January 17, 2002

Secretary of State
State of Florida
Division of Corporations
Tallahassee, Florida


Re: Smokers Video I, Inc.
Smokers Video II, Inc.
Smokers Video III, Inc.

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-01/22/02--01062--007
*****367.50 *****78.75

To whom it may concern:

Enclosed you will please find Articles of Incorporation for the abovenamed entities, as well as our trust check in the amount of \$367.50 to cover the cost of same.

Very truly yours,


RAYMOND J. ROTELLA
For the firm

RJR:dm
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN 22 PM 3:48

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DIVISION OF CORPORATIONS
02 JAN 22 PM 3:48

ARTICLES OF INCORPORATION
OF
SMOKERS VIDEO II, INC.

STATE OF FLORIDA
COUNTY OF ORANGE

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under and by virtue of the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be:

SMOKERS VIDEO II, INC.

ARTICLE II

The objects and purposes of the corporation and the general nature of the business or businesses to be transacted shall be as follows:

1. To engage in the business of video rentals and sales.
2. To engage in all other lawful businesses.
3. To make and enter into all contracts necessary and proper for the conduct of its business or businesses.
4. To borrow money of any person, firm or corporation, to issue bonds, debentures, or obligations of this corporation from time to time for any of the object or purposes of the corporation and to secure same by mortgage, pledge or by any other lawful means.
5. To have offices, conduct its business and promote its objects within or without the State of Florida, in other states, the District of Columbia, the territories and possessions of the United States, and in foreign countries without restriction as to place or amount.
6. To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes or for the attainment of any of the objects or for the exercise of any

of the powers herein set forth, whether herein specified or not, either along or in connection with other firms, individuals or corporations, whether in the State of Florida or throughout the United States or elsewhere, and to do any other act or acts, thing or things incidental or pertinent to or connected with the businesses hereinbefore described, or any part or parts thereof, if not inconsistent with the Laws of the State of Florida.

7. In general, this corporation shall have and exercise all the powers conferred by the Laws of the State of Florida upon corporations for profit. It is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner such general powers.

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The address of the principal office of the corporation shall be 10100 Bay Meadow Drive, Jacksonville, Florida 32257.

ARTICLE V

The capital stock of the corporation shall consist of 7,500 shares of common stock with a \$1.00 par value.

ARTICLE VI

The amount of capital with which the corporation shall commence business shall not be less than \$500.

ARTICLE VII

The business of the corporation shall be conducted by a Board of not less than one director. The name and post office address of the first director(s) is/are as follows:

James Burgin
10100 Bay Meadow Drive
Jacksonville, Florida 32257

ARTICLE VIII

The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer. The number of Vice Presidents may be fixed and

determined by the Board of Directors from time to time. Until the first meeting of the Board of Directors or until their successors are elected and have qualified, the following shall be the officers of the corporation:

President: JAMES BURGIN

Vice President:

Secretary: JAMES BURGIN

Treasurer: JAMES BURGIN

ARTICLE IX

The annual meeting of the stockholders shall be held on the fifteenth day of JANUARY of each year, or at such other time as may be fixed by the By-Laws, at which time the Board of Directors shall be elected and such other business as may properly come before the meeting may be considered and transacted.

The officers of the corporation shall be elected annually by the Board of Directors at a meeting of the Board of Directors to be held annually immediately following the annual stockholders' meeting.

The time, place and manner of calling meetings of the stockholders or directors shall be fixed by the By-Laws of the corporation. The Board of Directors may provide for the election of and prescribe the duties of such other officers and agents as the Board may deem advisable and proper, and may take such action not inconsistent with the Articles of Incorporation, and the By-Laws of the corporation and the Laws of the State of Florida, as such Board may deem advisable for the conduct and operation of the business of the corporation.

The Board of Directors shall appoint a resident agent as required by the Laws of the State of Florida.

ARTICLE X

The highest amount of liability to which this corporation can, at any time, subject itself, shall be unlimited.

ARTICLE XI

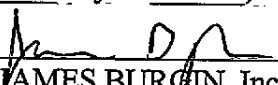
A special meeting of the subscribers or their assigns shall be held, upon the call

of the President, for the purpose of completing the organization of the corporation and the adoption of the By-Laws and the transaction of such other business as may be desired.

ARTICLE XII

The corporation shall indemnify any officers, agents, or directors who may be sued because of their actions with the corporation, to the full extent.

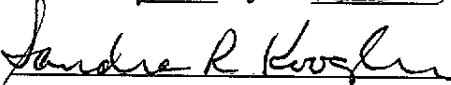
IN WITNESS WHEREOF, we have hereunto set our hands and seals at Orlando, Florida, this 26 day of Dec, 2001.


JAMES BURGIN, Incorporator
10100 BAY MEADOW DRIVE
JACKSONVILLE, FLORIDA 32257

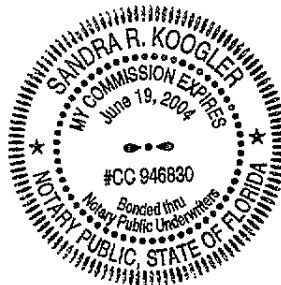
STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared JAMES BURGIN who after being first duly sworn, acknowledged before me that he signed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

Sworn to and subscribed before me this 26 day of Dec, 2001.


Notary Public

My Commission Expires: 6-19-04



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
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:

FIRST, that **SMOKERS VIDEO II, INC.** seeking to organize under the Laws
of the State of Florida, with its principal office as indicated in the Articles of
Incorporation at City of JACKSONVILLE, County of DUVAL, State of Florida, has
named JAMES BURGIN located at 10100 Bay Meadow Drive, Jacksonville, Fl 32257
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 place designated in this certificate, I hereby agree to act in this capacity, and agree to
comply with the provisions of said act relative to keeping open said office.



JAMES BURGIN

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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