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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

pick a flick movie rental, inc.

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**ARTICLES OF INCORPORATION
OF
PICK A FLICK MOVIE RENTAL, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation is: Pick A Flick Movie Rental, Inc.

ARTICLE II

The existence of the Corporation shall begin on: September 1, 2007.

ARTICLE III

The street address of the principal office of the Corporation is: 5340 Grand Blvd, New Port Richey, Florida, 34652.

The mailing address of the Corporation is: 5340 Grand Blvd, New Port Richey, Florida, 34652.

ARTICLE IV

The specific purpose for which the Corporation is organized is: Movie Rental and Sales.

ARTICLE V

The maximum number of shares this Corporation is authorized to issue is 100, par value \$100 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VI

The initial street address of the Corporation's registered office is: 5340 Grand Blvd, New Port Richey, Florida, 34652. The initial registered agent for the Corporation at that address is: Frank Fernandez.

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ARTICLE VII

The initial board of directors shall consist of 1 member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The name and address of the person who will serve on the initial board of directors is:

| Name | Address |
|-----------------|--|
| Frank Fernandez | 5340 Grand Blvd, New Port Richey, Florida 34652 |

ARTICLE VIII

The name and street address of the person signing these articles of incorporation

| Name | Address |
|-----------------|---|
| Frank Fernandez | 5340 Grand Blvd, New Port Richey, Florida, 34652 |

ARTICLE IX

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, The undersigned incorporator has executed these articles of incorporation.



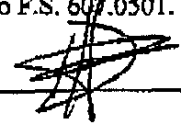
Frank Fernandez
Incorporator

8/30/07

Date

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for _____ at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0301.



Frank Fernandez
Registered Agent

8/30/07

Date

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