

**BLOCKBUST
ENTERTAINMENT**

95000007932

Writer's Direct Dial
305-832-3346

January 24, 1995

Florida Secretary of State
New Filing Section
409 Eat Gaines Street
Tallahassee, Florida 32399

500001389565
-01/26/95--01004--011
****122.50 ****122.50

Re: Robin A. McNesby, Inc.

Dear Sir or Madam:

Enclosed please find two fully-executed Articles of Incorporation for Robin A. McNesby, Inc. Also enclosed is a check in the amount of \$122.50 to cover the (i) \$37.50 filing fee (ii) \$35.00 Registered Agent fee and (ii) \$50.00 certified copy fee.

Please return the certified copy to the undersigned in the enclosed Federal Express envelope. In the event you have any questions regarding the enclosed, please feel free to contact me at the number referenced above.

Thank you for your immediate attention to the enclosed.

Sincerely,

**BLOCKBUSTER ENTERTAINMENT
GROUP, a division of Viacom Inc.**

Teri M. Trimmer
Teri M. Trimmer
Senior Legal Assistant
Corporate and Finance
/tmt

FILED
1995 JAN 25 PM 12:00
SEALING OFFICE
TALLAHASSEE, FLORIDA

AB/31/95

ARTICLES OF INCORPORATION

OF

ROBIN A. McNESBY, INC.

FILED

1995 JAN 25 PM 12:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be: ROBIN A. McNESBY, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 504 Southwest 18th Street, Fort Lauderdale, Florida 33315.

ARTICLE III
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1000 shares of common stock, 1.00 par value per share.

ARTICLE IV
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be A. Denise Sagerholm, 504 Southwest 18th Street, Fort Lauderdale, Florida 33315.

ARTICLE V
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is A. Denise Sagerholm, 504 Southwest 18th Street, Fort Lauderdale, Florida 33315.

**ARTICLE VI
INDEMNIFICATION**

This Corporation shall indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

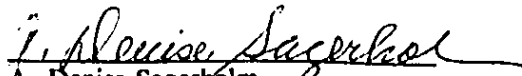
**ARTICLE VII
AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

**ARTICLE VIII
CONTROL SHARE ACQUISITIONS**

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

INCORPORATOR:


A. Denise Sagerholm

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that she is familiar with, and accepts the obligations imposed upon registered agents under, the Florida General Corporation Act, including specifically Section 607.0505.

REGISTERED AGENT:


A. Denise Sagerholm

FILED
1995 JAN 25 PM 12:00
TALLAHASSEE, FLORIDA