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13770 58th Street N. - Suite 303
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(813) 536-5001

Fax: (813) 539-8631

February 16, 1995

Honorable Jim Smith
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Entertainment Warehouse, Inc.

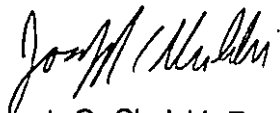
Dear Sir:

Enclosed are two copies of the Articles of Incorporation for the subject corporation and our check in the amount of \$122.50 to cover the following:

Filing Fee
Certified Copy Fee
Registered Agent Fee

We would appreciate your filing the Articles, certifying them as the Articles of Incorporation and returning them to us.

Sincerely yours,



Joseph C. Skalski, Esquire

JCS/fvw
enc.

cc: Benjamin Kugler

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
ENTERTAINMENT WAREHOUSE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

ENTERTAINMENT WAREHOUSE, INC.

ARTICLE II

The general nature of the business to be transacted by this Corporation is:

A. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other states and countries;

B. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfer of Corporation property, or other instruments to secure the payment of corporate indebtedness as required;

C. To purchase the corporate assets of any other corporation and engage in the same or other character of business;

D. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other government, and, while owner of such stock, to exercise all the rights, powers and privileges of such ownership, including the right to vote such stock.

E. To conduct any and all lawful business including but not limited to wholesale and retail of various types of software (video, CD ROM, music - CD).

F. In general, to have and exercise all powers conferred by the laws of the State of Florida upon corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

ARTICLE III

A. The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 10,000 shares of Common Stock having a nominal or par value of \$1.00 per share.

B. The holders of stock of the Corporation shall be entitled to one (1) vote for each share of stock held at all meetings of Stockholders with cumulative voting not permitted.

C. The stock of the Corporation shall be paid for in lawful money of the United States of America, or in property, securities, services or such other method of payment as the Board of Directors may reasonable approve at a just valuation to be fixed by the Board of Directors; the Corporation may from time to time increase its capital stock to any amount not prohibited by law.

ARTICLE IV

This Corporation shall begin existence as of the date of filing, and shall exist perpetually.

ARTICLE V

The Registered Office of this Corporation in the State of Florida is 13770 58th Street N., Ste. 303, Clearwater, FL 34620. The principal office of this Corporation in the State of Florida is 1610 N. Myrtle Ave., Clearwater, FL 34615. The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE VI

The Registered Agent and his address in the State of Florida is:

Joseph C. Skalski, Esquire
13770 58th St. N., Ste. 303
Clearwater, FL 34620

ARTICLE VII

This Corporation shall not have less than one (1) Director initially, who shall not be required to be a Stockholder. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE VIII

The names and post office address of the first Board of Directors and Officers is:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Judith Kugler	1610 N. Myrtle Ave. Clearwater, FL 34615	President
Brad Kugler	1610 N. Myrtle Ave. Clearwater, FL 34615	Vice-President
Ryan Kugler	1610 N. Myrtle Ave. Clearwater, FL 34615	Vice-President
Todd Kugler	1610 N. Myrtle Ave. Clearwater, FL 34615	Secretary-Treasurer

ARTICLE IX

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

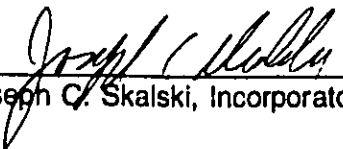
Joseph C. Skalski, Esquire

13770 58th St. N., Ste. 303
Clearwater, FL 34620

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders meeting by two-thirds (2/3) of the stock entitled to vote thereon, unless all Directors and all Stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator of this Corporation has executed these Articles of Incorporation on FEBRUARY 16, 1995.



Joseph C. Skalski, Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing Articles of Incorporation were acknowledged before me this 16th
day of February, 1995 by Joseph C. Skalski.

Breida Wheeler

NOTARY PUBLIC

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at the place designated in the Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: 2/16/95

Joseph C. Skalski
Joseph C. Skalski

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JOSEPH C. SKALSKI
Attorney-at-Law
13770 58th Street N. - Suite 303
Clearwater, FL 34620-3759

(813) 536-5001

Fax: (813) 539-8631

June 19, 1995

Honorable Jim Smith
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Entertainment Warehouse, Inc. - Movies, Games & Music, Inc.

Dear Sir:

- Enclosed in duplicate are the Articles of Amendment to the Articles of Incorporation for the subject corporation and our check in the amount of \$87.50 to cover the following:

Filing Fee	\$35.00
Certified Copy Fee	<u>\$2.50</u>
	\$87.50

We would appreciate your filing the Amendment, certifying it as the Articles of Amendment to the Articles of Incorporation and returning same to us.

Sincerely yours,

Joseph C. Skalski

Joseph C. Skalski, Esquire

JCS/fvw
Enclosures
cc: Benjamin Kugler

Corporation ✓
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION**

Pursuant to §607.1006(1), Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST

The name of the corporation is: Entertainment Warehouse, Inc.

SECOND

The following amendments to the articles of incorporation were adopted by the corporation:

The name of the corporation shall be changed from Entertainment Warehouse, Inc. to Movies, Games & Music, Inc.

The corporation is hereby specifically authorized to purchase and sell various media of software (video, CD ROM, music - CD) on a wholesale or retail basis.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time shall be changed from 10,000 shares of Common Stock having a nominal or par value of \$1.00 per share to 20,000,000 shares of Common Stock having a nominal or par value of \$0.0001 per share.

THIRD

The amendments were unanimously adopted by all the shareholders of the corporation and therefore the number of votes cast for the amendment was sufficient for approval by shareholders on the 19th day of June, 1995.

Entertainment Warehouse, Inc.

BY: Judith Kugler

Judith Kugler, President

BY: Todd Kugler

Todd Kugler, Secretary

STATE OF FLORIDA

COUNTY OF: Pinellas

Before me, the undersigned authority, personally appeared Judith Kugler and Todd Kugler, to me well known to be the persons who executed the foregoing articles of amendment to the articles of incorporation and acknowledged before me, according to law, that they made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 19th day of June, 1995.

Freida V. Wheeler

Notary Public

My Commission Expires:

