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Writer's Direct Dial  
305-832-3346

March 3, 1995

Secretary of State  
New Filings Section  
409 East Gaines Street  
Tallahassee, Florida 32399

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-03/07/95--01061--013  
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Re: Clark & Bell, Inc.

Dear Sirs:

Enclosed please find one fully-executed and one copy of the Articles of Incorporation of Clark & Bell, Inc. Also enclosed is a check in the amount of \$122.50 covering the filing fee, registered agent fee and certified copy fee.

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

Sincerely,

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

Teri M. Trimmer  
Senior Legal Assistant  
Corporate and Finance

FILED  
95 MAR -6 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

REGISTER MAR 8 1995

**ARTICLES OF INCORPORATION**  
**OF**  
**CLARK & BELL, INC.**

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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: CLARK & BELL, INC.

**ARTICLE II**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 1440 Northeast 17th Terrace, Fort Lauderdale, Florida 33304.

**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.

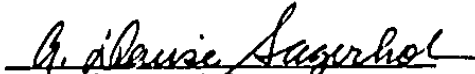
**ARTICLE VII  
AFFILIATED TRANSACTIONS**

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

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