

P95000025234

Rex Rekalis
Donna Parker

Corporate Research Services

4244 W. Tennessee St., Suite 388
Tallahassee, FL 32304

1(800) 817-4731
(904) 539-1128
FAX 539-0721

RECEIVED

5 MAR 29 PM 2:37

DIVISION OF CORPORATION

OFFICE USE ONLY

800001443108
-03/29/95--01063---016
****122.50 ****122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Rainbow Video & Stuff Inc.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



Walk in



Pick up time



Certified Copy



Mail out



Will wait



Photocopy



Certificate of Status

NEW FILINGS

<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

**REGISTRATION/
QUALIFICATION**

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
95 MAR 29 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials

Dmp
3/29/95

ARTICLES OF INCORPORATION
OF
RAINBOW VIDEO & STUFF INC.

FILED

95 MAR 29 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE TWO

The duration of the corporation is perpetual unless sooner dissolved according to law.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To engage in the business of video rental and sales and sales of merchandise.
2. To engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

The capital stock of this corporation shall be ONE THOUSAND SHARES of stock having no par value.

Such stock may be issued by the Board of Directors for such consideration as, in the opinion of the Board of Directors,

RECEIVED

MAR 13 1995

NICK FICARIELLO
ATTORNEY

is equivalent to the par value thereof; said stock may be paid for in money, property, labor or services at a just valuation to be fixed by the Board of Directors or issued as partly paid when so ordered by the Board of Directors.

ARTICLE FIVE

This corporation shall take all action necessary to cause the shares of corporate stock to qualify as "Section 1244 Stock" as such term is used and defined in the Internal Revenue Code of 1954, as amended, and the regulations issued thereunder.

ARTICLE SIX

The street address of the initial office of the corporation is 19477 S.W. Rainbow Lakes Blvd. Dunnellon, Florida 34431 and the name of the initial registered agent at such address is Mary M. Campbell.

ARTICLE SEVEN

The number of directors of this corporation shall be not less than two (2) nor more than five (5). The number to compose said Board shall be fixed by the Stockholders at each annual meeting to be effective for the ensuing year, unless sooner changed at a meeting of said Stockholders for that purpose.

ARTICLE EIGHT

The names and post office addresses of the first Board of Directors of this corporation who shall hold office for the first year, and/or until their successors are chosen and duly qualified, shall be:

MARK T. YOUNG 21223 SW Beach Blvd., Dunnellon, Florida
34431.

CHRISTINE A. YOUNG 21223 SW Beach Blvd., Dunnellon, Florida
34431.

ARTICLE NINE

The name and post office address of the incorporators
are MARK T. YOUNG and CHRISTINE A. YOUNG 21223 SW Beach Blvd.,
Dunnellon, Florida 34431.

ARTICLE TEN

The following named persons shall act as officers of this
corporation until their successors have been chosen and duly
qualified:

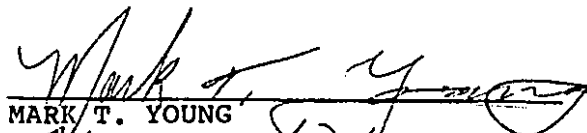
MARK T. YOUNG, President

CHRISTINE A. YOUNG, Secretary-Treasurer

ARTICLE ELEVEN

The Directors and Stockholders shall have the power to
hold their meetings and to have one or more offices and keep
the books of the Corporation (except the original or duplicate
stock ledger) outside the State of Florida, at such place or
places as from time to time may be designated by the By-Laws
or Resolutions of the Board of Directors.

EXECUTED by the undersigned at Dunnellon, Marion County,
Florida on this 9 day of MARCH, 1995.


MARK T. YOUNG


CHRISTINE A. YOUNG

STATE OF FLORIDA

COUNTY OF MARION

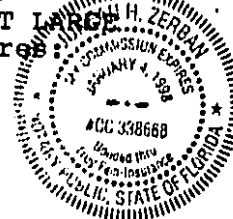
I HEREBY CERTIFY that on this 9 day of MARCH, 1995, personally came and appeared before me, MARK T. YOUNG and CHRISTINE A. YOUNG to me known to be the persons described in the foregoing Certificate of Incorporation, and acknowledged that they executed same as their free and voluntary act and deed for the uses and purposes therein contained and expressed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal this 9 day of MARCH, 1995.

Jonathan W. Zerk
NOTARY PUBLIC

STATE OF FLORIDA AT LARGE

My Commission expires



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

FILED
MAR 29 PM 2:14
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First--That Rainbow Video & Stuff Inc.

desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the articles of
incorporation at City of Dunnellon County
of Marion, State of Florida

has named Mary M. Campbell

located at 19477 SW Rainbow Lakes Blvd.

(Street address and number of building,
Post Office Box address not acceptable)

City of Dunnellon, County of Marion,
State of Florida, as its agent to accept service of process
within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with
the provision of said Act relative to keeping open said office.

By Mary M. Campbell
MARY M. CAMPBELL
(Resident Agent)