

**P95000062916**

**TRANSMITTAL LETTER**

August 10th, 1995

Department of State  
Division of Corporations (Filing)  
P.O. Box 6327  
Tallahassee, FL 32314

800001559418  
-08/14/95--01031--011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**SUBJECT: Price Video, Inc.**

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$70.00 (Filing Fee: \$35.00 for articles of incorporation filing and \$35.00 for designation of registered agent).

Please forward back to us written confirmation that the enclosed documents have been filed, reviewed and approved by the State of Florida. Thank you.

**FROM: George W. Pettey Jr., Director  
Price Video, Inc.  
11440 Okeechobee Boulevard, Suite 106  
Royal Palm Beach, Florida 33411**

95 AUG 14 PM 1:24  
RECEIVED  
DIVISION OF STATE  
CORPORATIONS  
TALLAHASSEE, FLORIDA

Sokoloff & Weinstein, P.A. 11440 Okeechobee Boulevard, Suite 215, Royal Palm Beach, Florida 33411

Tel 407-790-6788/790-4505

Page 1 of 1

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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# ARTICLES OF INCORPORATION

## OF

### Price Video, Inc.

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We, the undersigned incorporators, for the purpose of forming a corporation under the Florida Corporation Act, **Florida Statute Chapter 607**, hereby associate ourselves and adopt the following Articles of Incorporation:

#### ARTICLE I: NAME

The name of the corporation shall be:

**Price Video, Inc.**

#### ARTICLE II: PURPOSE

Price Video, Inc. shall be organized under Florida Statute Chapter 607 as a for-profit corporation with the purposes of functioning as a video rental store.

Price Video, Inc. may invest its corporate funds into real estate, mortgages, stocks, bonds, and any other type of investments, and may own real and personal property necessary for operation as a video store.

### **ARTICLE III: PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this corporation shall be in Royal Palm Beach, Palm Beach County, Florida.

### **ARTICLE IV: MAILING ADDRESS**

The mailing address of the corporation shall be 11440 Okeechobee Boulevard, Suite 106, Royal Palm Beach, Florida, 33411.

### **ARTICLE V: SHARES**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time shall be five hundred (500) shares with a par value of One Dollar (\$1.00) per share, all of which shall be common stock of the same class.

### **ARTICLE VI: OWNERSHIP OF SHARES**

George W. Pettey, Jr., acting as Director and President of Price Video, Inc. shall be issued all five hundred (500) shares of common stock. There shall be no other shareholders.

### **ARTICLE VII: EXISTENCE**

The corporation shall have perpetual existence.

### **ARTICLE VIII: DESIGNATION OF REGISTERED AGENT**

The name and address of the initial registered agent is Seth T. Weinstein, Esquire, Sokoloff & Weinstein, P.A., Attorneys at Law, 11440 Okeechobee Boulevard, Suite 215, Royal Palm Beach, Florida 33411.

#### **ARTICLE IX: BOARD OF DIRECTORS**

The names and post office addresses of the first board of directors, who subject to the provisions of the By-laws (not-attached) and these Articles of Incorporation shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

- (1) George W. Pettey, Jr., Director  
11440 Okeechobee Boulevard, Suite 106  
Royal Palm Beach, Florida 33411

#### **ARTICLE X: PROFIT/DEBT SHARING**

All debts and obligations shall be borne among all shareholders in proportion to their relative shares. However, if the debt or obligation arose from a matter outside the scope of Price Video, Inc. or outside the duties of the individual(s) incurring such a debt or obligation with respect to his (their) role(s) in Price Video, Inc., then Price Video, Inc. or its respective constituents will *not* be liable or responsible for any such debt or obligation in its entirety.

Profit sharing, salaries, dividends and bonuses shall be determined by a majority vote of all outstanding shareholders. However, profits (if any) will be divided equally among all shareholders in proportion to their respective shares unless a vote of a majority of shareholders states otherwise.

#### **ARTICLE XI: DEATH**

Upon the death of a stockholder, his or her shares of stock in this corporation shall be freely transferrable and shall pass via the deceased stockholder's will/trust, etc. The shareholders of Price Video, Inc. shall hold their shares as a "tenancy in common."

## **ARTICLE XII: MANAGEMENT**

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and conduct of the affairs of Price Video, Inc.

(1) Such directors/shareholders of Price Video, Inc. shall from time to time create, readress and amend by-laws for the corporation as the directors/shareholders should see fit.

(2) Subject always to such by-laws as may be adopted from time to time by the stockholders, the board of directors of Price Video, Inc. is expressly authorized to adopt, alter and amend the by-laws of the corporation, but any by-law adopted, altered or amended by the directors may be altered, amended or repealed by the stockholders.

(3) The corporation shall have such officers as may from time to time be provided in the by-laws or articles of incorporation and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the by-laws or as may be determined from time to time by the board of directors subject to the by-laws.

(4) Subject to the restrictions, if any, as are herein expressed and such further restrictions, if any as may be set forth in the by-laws (not attached), the board of directors of Price Video, Inc. shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the articles of incorporation or amendment thereto, or by the by-laws as constituted from time to time, expressly conferred upon or reserved to the stockholders.

## **ARTICLE XIII: RESERVATION OF RIGHTS**

The director(s) of Price Video, Inc. reserve the right to amend, alter, change or repeal any provision herein in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

**IN WITNESS WHEREOF**, we the undersigned subscribing incorporator, have hereunto set our hand and seals this 10th day of August, 1995, for the purpose of forming Price Video, Inc. under the laws of the State of Florida, and we hereby make, subscribe, acknowledge and file in the office of the Secretary of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

  
George W. Pettey, Jr., Director/President

STATE OF FLORIDA           )  
COUNTY OF PALM BEACH )

BEFORE ME, the undersigned authority, personally appeared George W. Pettey, Jr. who, upon being first duly sworn, acknowledged that he executed the foregoing document freely and voluntarily and for the purpose therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 10th day of August, 1995.

  
Notary Public: State of Florida at Large

My Commission Expires:



**SETH TAD WEINSTEIN**  
My Commission OC883436  
Expires Dec. 01, 1997  
Bonded by HAI  
800-422-1985

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT  
REGISTERED OFFICE**

RECEIVED  
55 AUG 14 PM 1:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida Statute Section 607.0501 or 617.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

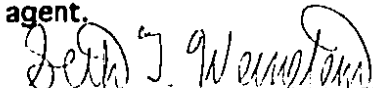
(1) The name of the corporation is:

**Price Video, Inc.**

(2) The name and address of the registered agent and office is:

**Seth T. Weinstein, Esquire  
Sokoloff & Weinstein, P.A., Attorneys at Law  
11440 Okeechobee Boulevard, Suite 215  
Royal Palm Beach, Florida 33411**

Having been named as registered agent and to accept service of process for above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Seth T. Weinstein, Esq. for Sokoloff & Weinstein, P.A., Attys at Law

8/10/95

Date

TRANSMITTAL LETTER

PA50000 62916

November 15, 1995  
Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

SUBJECT: ARTICLES OF AMENDMENT: PRICE VIDEO, INC.;  
ARTICLES OF DISSOLUTION RPET ONE INC.; RPET TWO INC.;  
RPET THREE INC.; RPET FOUR INC.

Enclosed please find:

1. Articles of Amendment to Articles of Incorporation of Price Video, Inc.;  
Shareholder/Director approval of Amendment to Articles of Incorporation of Price Video, Inc;  
check in the amount of \$35.00 for filing Articles of Amendment.

2. Articles of Dissolution pursuant to FL Stat. §607.1403 for each of the following  
corporations: RPET ONE INC.; RPET TWO INC.; RPET THREE INC.; RPET FOUR INC.;  
Director/Shareholder approval of Dissolution of above corporations; four (4) checks in the amount  
of \$35.00 for filing Articles of Dissolution for above corporations.

Please forward back to me, as the attorney for PRICE VIDEO INC; RPET ONE INC.; RPET  
TWO INC.; RPET THREE INC.; RPET FOUR INC., written confirmation that the enclosed  
documents have been filed, reviewed and approved by the State of Florida. Thank you.

FROM: Seth T. Weinstein, Esquire  
Sokoloff & Weinstein, P.A., Attorneys at Law  
11440 Okeechobee Blvd., Suite 215  
Royal Palm Beach, FL 33411

500001687885  
-11/15/95--01134--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Sokoloff & Weinstein, P.A. 11440 Okeechobee Boulevard, Suite 215, Royal Palm Beach, Florida 33411  
Tel: 407-790-6788/790-4505



**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

Price Video, Inc.

(present name)

*Pursuant to the provisions of section 607, 1966, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

*ARTICLE VI: OWNERSHIP OF SHARES shall be deleted and replaced with:*

*"ARTICLE VI: OWNERSHIP OF SHARES: R. Ruth Petten, acting as Director and President of Price Video, Inc. shall be issued all five hundred (500) shares of common stock. There shall be no other shareholders."*

*ARTICLE IX: BOARD OF DIRECTORS shall be deleted and replaced with:*

*"ARTICLE IX: BOARD OF DIRECTORS: The names and post office addresses of the first board of directors, who subject to the provisions of the By-laws (not attached) and these articles of incorporation shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:*

- (1) R. Ruth Petten, Director  
11440 Okeechobee Blvd, Suite 106  
Royal Palm Beach, FL 33411*

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

*Amendments above do provide for a reclassification and cancellation of issued shares, and the amendment shall be implemented through a marital gift from George W. Petten, Jr. (Husband) to his wife, R. Ruth Petten.*

**THIRD:** The date of each amendment's adoption: November 10th, 1966

FOURTH: Adoption of Amendment(s) (CHECK ONE)

☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.  
*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were

sufficient for approval by \_\_\_\_\_"  
voting group

☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required. *See Director & Shareholder, George W. Pettigrew, Jr., approved and adopted the amendment.*

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 14 of NOVEMBER, 19 25.

Signature

George W. Pettigrew, Jr.

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

GEORGE W. PETTIGREW, JR.

Typed or printed name

DIRECTOR

Title

Pursuant to Florida Statute §607.1001, §607.1002(3), (8); §607.1003 and §607.1004 I, GEORGE W. PETTEY, JR., as the sole Director on the Board of Directors and sole Shareholder of PRICE VIDEO, INC., a Florida Corporation, Document #P950000062916, filed with the Florida Department of State on August 14th, 1995 have approved an An Amendment to the Articles of Incorporation deleting and changing the names and addresses of the initial directors; and an Amendment reclassifying the ownership of all shares from my name to my wife's name (M. Ruth Pettey) to be implemented via a marital gift.

Since I am the only Shareholder, and thus the only shareholder entitled to vote, the proposal to Amend was approved by a majority of the voting shareholders, being one.

I have cast my vote freely, voluntarily, and without duress, coercion or undue influence from any person.

George W. Pettey, Jr.  
George W. Pettey, Jr. (Sole Shareholder of PRICE VIDEO INC.)

11-10-95  
DATE

Sokoloff & Weinstein, P.A.---Attorneys at Law  
11440 Okeechobee Blvd., Suite 215, Royal Palm Beach, FL 33411  
Tel. 407-790-6788 407-7904505