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RICE and ROSE, P.A.

ATTORNEYS AT LAW
DAYTONA BEACH, FLORIDA

PAUL E. RICE, JR.
JAMES L. ROSE
DAWN D. NICHOLS

20 NORTH HALIFAX DRIVE
POST OFFICE BOX 2599
DAYTONA BEACH, FL 32116

TELEPHONE FAX
(904) 257-1222 258-0894

September 12, 1995

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

3000001584888
09/14/95--01058--011
****122.50 ****122.50

RE: Video Biz of Gainesville, Inc.

Gentlemen:

Enclosed you will find the Articles of Incorporation regarding the above corporation. Please file the same and forward a certified copy of the Articles to this office.

Also enclosed is a check for \$122.50 to cover the following costs and fees:

Filing Fee	35.00
Certified Copy	52.50
Registered Agent	35.00
	<u>\$122.50</u>

Thank you for your assistance in this matter.

Sincerely,

James L. Rose
James L. Rose

JLR/bjr
Encs.

OVERNIGHT MAIL

*Both gave auth.
by phone to correct
the R.A. address
9/18/95
Dmc*

FILED
95 SEP 14 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
VIDEO BIZ OF GAINESVILLE, INC.

FILED
95 SEP 14 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers, each a natural person competent to contract, hereby form a corporation under the laws of the State of Florida, and adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be Video Biz of Gainesville, Inc.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The initial principal place of business of this corporation in the State of Florida shall be 195 Pinto Lane, Ormond Beach, FL 32174. The Board of Directors from time to time may move the principal office to any other address in Florida.

ARTICLE III - NATURE OF BUSINESS

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the laws of Florida;
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of common stock that this corporation is authorized to have outstanding at any one time is 100 shares, having a par value of \$1.00 per share.

ARTICLE V - REGISTERED AGENT

The name of the initial registered agent of the corporation shall be Steve Edson. The street address of the initial registered office shall be 195 Pinto Lane, Ormond Beach, FL 32174.

ARTICLE VI - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$100.00.

ARTICLE VII - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII - DIRECTORS

This corporation shall initially have four Directors. The names and street addresses of the initial members of the Board of Directors are:

<u>Name</u>	<u>Address</u>
Monique L. Hester	66 Ravenwood Court Ormond Beach, FL 32174
Tracy Hester	(same as above)
Steve Edson	195 Pinto Lane Ormond Beach, FL 32174
Lois Edson	(same as above)

ARTICLE IX - INCORPORATOR

The name and street address of each incorporator to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Monique L. Hester	66 Ravenwood Court Ormond Beach, FL 32174
Tracy Hester	(same as above)
Steve Edson	195 Pinto Lane Ormond Beach, FL 32174

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XI - PRE-EMPTIVE RIGHTS

Every stockholder, upon the sale for cash or any new stock of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others; which price, in the case of par value shares, may be in excess of par.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 11 day of September, 1995.

Steve Edson
Monique L. Hester
Tracy Hester

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 11 day of September, 1995 by MONIQUE L. HESTER, TRACY HESTER and STEVE EDSON, who are personally known to me or who have produced D.L. as identification and who did take an oath.

Patricia A. Humphreys
Notary Public, State of Florida
Printed Notary Signature
At Large
My Commission Expires
"OFFICIAL SEAL"
Patricia A. Humphreys
My Commission Expires 5/19/96
Commission #CC 202320

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

FILED

95 SEP 14 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section §48.091, Florida Statutes, the following is submitted:

That Video Biz of Gainesville, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Gainesville, State of Florida, has named Steve Edson, located at 195 Pinto Lane, City of Ormond Beach, State of Florida, as its Agent to accept service of process within Florida.

Thomas L. Hester
(Corporate Officer)

Title: PRESIDENT

Date: 9-11-95

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

Steve Edson
(Resident Agent)

Date: 9-11-95

P95000071807

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 14, 1996

VIDEO BIZ OF GAINESVILLE, INC.
6250 NW 23RD ST
UNIT #21
GAINESVILLE, FL 32608

SUBJECT: VIDEO BIZ OF GAINESVILLE, INC.
Ref. Number: P95000071807

Debit Memo #: 70410-B

This is to inform you that check #0325 in the amount of \$61.25 submitted with the annual report for VIDEO BIZ OF GAINESVILLE, INC. has been returned by your bank because of NSF.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$76.25 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after October 14, 1996 and a reinstatement fee of an additional \$385 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey
Accountant I

Letter Number: 796A00038781

P95000071807

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 25, 1996

VIDEO BIZ OF GAINESVILLE, INC.
6250 N.W. 23RD ST.
UNIT 21
GAINESVILLE, FL 32608

SUBJECT: VIDEO BIZ OF GAINESVILLE, INC.
Ref. Number: P95000071807

Debit Memo #: 70410-R

Due to your failure to respond to our previous letter, your Annual Report for VIDEO BIZ OF GAINESVILLE, INC. has been cancelled and is considered not filed as of October 25, 1996.

Please refer to our previous letter advising you of the returned check.

Section 607.1421, Florida Statutes, requires us to give at least 60 days notice of our intent to administratively dissolve a Florida corporation or revoke the authority to transact business of a foreign corporation for failure to file the annual report and pay the filing fee. This will serve as your notice that if payment of \$76.25 is not received within the 60 day period, your corporation will be administratively dissolved or revoked and a reinstatement fee of an additional \$175 will be imposed.

Please send your response to:

Division of Corporations
Attn: Pat Bailey
P.O. Box 6327
Tallahassee, FL 32314

7/11/96 1006 24