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ACCOUNT NO. : 072100000032

REFERENCE : 690944 9228A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : September 25, 1995

ORDER TIME : 12:54 PM

ORDER NO. : 690944

CUSTOMER NO: 9228A

CUSTOMER: Conrad Swanson, Esq
TRINKLE REDMAN SWANSON BYRD &
COTTON, P.A.
121 North Collins Street

Plant City, FL 33566

DOMESTIC FILING

NAME: R & L VIDEO, INC.

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

T. BROWN SEP 26 1995

FILED
SEP 25 11 18 AM '95
PLANT CITY, FL
CLERK OF COURT

ARTICLES OF INCORPORATION

OF

R & L VIDEO, INC.

FILED
95 SEP 25 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND LOCATION

The name of this corporation is R & L VIDEO, INC. The street address of the initial principal office of the corporation is 2204 North Bethlehem Road, Plant City, Florida 33565.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of Ten and No/100 (\$10.00) par value common stock.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1404 South Wiggins Road, Plant City, Florida 33566, and the name of the initial registered agent of this corporation at that address is PATRICIA A. WATSON.

ARTICLE V - INCORPORATORS

The names and addresses of the persons signing these Articles are:

Name:

Address:

ROLLIE WATSON, SR.

2204 North Bethlehem Road
Plant City, Florida 33565

VIVIAN I. WATSON

2204 North Bethlehem Road
Plant City, Florida 33565

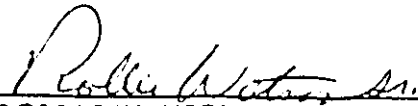
ROLLIE WATSON, JR.


1404 South Wiggins Road
Plant City, Florida 33566

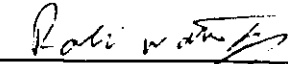
PATRICIA A. WATSON

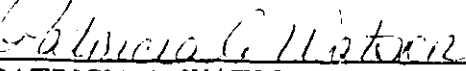
1404 South Wiggins Road
Plant City, Florida 33566

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles
of Incorporation this 19th day of September, 1995.


ROLLIE WATSON, SR.


VIVIAN I. WATSON


ROLLIE WATSON, JR.


PATRICIA A. WATSON

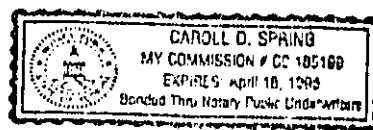
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 19th day of September,
1995, ROLLIE WATSON, JR., who is personally known to me or who has produced Florida :

Driver's License Number W325-721-64-447-0 as identification.

Carroll D. Spring
Notary Public,
State of Florida at Large
My Commission Expires: 4-18-96

CARROLL D. Spring
Printed Name of Notary Public

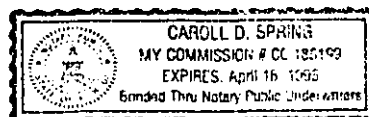


STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 19th day of September, 1995 by ROLLIE WATSON, SR. AND VIVIAN I. WATSON, HUSBAND AND WIFE, AND PATRICIA A. WATSON, who are personally known to me or who have produced Florida Driver's License Numbers W325-721-42-204-0, W325-866-42-916-0 and W325-694-66-590-1 as identification.

Carroll D. Spring
Notary Public,
State of Florida at Large
My Commission Expires: 4-18-96

CARROLL D. Spring
Printed Name of Notary Public



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
95 SEP 25 AM 11:18
SECRET
TALLAHASSEE, FLORIDA

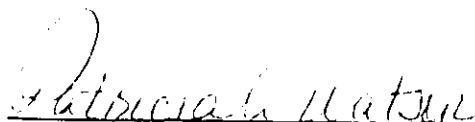
Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

R & L VIDEO, INC.
2. The name and address of the registered agent and office is:

Patricia A. Watson
1404 South Wiggins Road
Plant City, Florida 33566

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE 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 PROVISIONS 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.



Patricia A. Watson

September 19, 1995
Dated _____