

MARVIN W. BINGHAM, JR., P.A.

ATTORNEY AT LAW

P96000003544

January 4, 1996

State of Florida
Department of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

RE: PICK OF THE FLICKS, INC.

100001681921
-01/09/96--01002--002
****122.50 ****122.50

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above company. Please file the original in your offices and return a certified copy to my office.

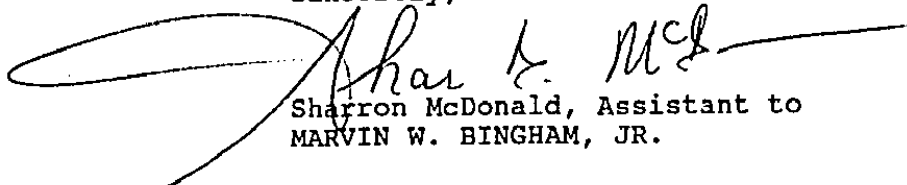
We are enclosing our check in the amount of \$122.50 representing the following:

\$ 35.00	Filing Fee
35.00	Certificate Designating Registered Agent
52.50	Certified Copy
<hr/>	
\$ 122.50	TOTAL AMOUNT OF CHECK

If further information is needed please do not hesitate to contact me.

Sincerely,

DM
1-11-96


Sharron McDonald, Assistant to
MARVIN W. BINGHAM, JR.

/sdm

FILED
96 JAN -8 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PICK OF THE FLICKS, INC.

FILED
96 JAN -8 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME & ADDRESS

The name of the corporation shall be:

PICK OF THE FLICKS, INC.

The principal place of business of this corporation will be

State Roads 121 & 18
Post Office Box 9
Worthington Springs, Florida 32697

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1 par value per share.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be State Roads 121 & 18, Post Office Box 9, Worthington Springs, Florida 32697, and the name of the initial registered agent of the

corporation at that address is JOHN P. HALE, JR.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTOR

This corporation shall have one director. The name and street addresses of the initial Director is:

JOHN P. HALE, JR. State Roads 121 & 18
 Post Office Box 9
 Worthington Springs, Florida 32697

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: JOHN P. HALE, JR., State Roads 121 & 18, Post Office Box 9, Worthington Springs, Florida 32697.


IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 4th day of January, 1996.


JOHN P. HALE, JR.

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 4th day of January, 1996, by JOHN P. HALE, JR., who is personally known to me or produced _____ as identification.

My Commission Expires:


NOTARY PUBLIC



SHARRON D MCDONALD
My Commission CC420973
Expires Nov. 15, 1998
Bonded by HAI
850-422-1555

FILED

96 JAN -8 AM 8:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY ACCEPT the appointment as Registered Agent of PICK OF
THE FLICKS, INC.



JOHN P. HALE, JR.