

P96000007978

Reley, L. L. L. C.
Requestor's Name

Address

City/State/Zip

Phone #

FILED
96 JAN 25 PM 2:22
TALLAHASSEE, FLORIDA

Office Use Only

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

1. The Video Superstore, 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

RECEIVED
96 JAN 25 AM 10:37
DIVISION OF CORPORATIONS

NEW FILINGS	
<input 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

900001837809
-01/25/96--01051--001
****122.50 ****122.50

D. BROWN JAN 25 1996

ARTICLES OF INCORPORATION
of
THE VIDEO SUPERSTORE, INC.

FILED
\$6 JUN 25 PM 2:22
TALLAHASSEE, FLORIDA

The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation (the "Corporation") shall be THE VIDEO SUPERSTORE, INC.

ARTICLE II - TERM OF EXISTENCE

The Corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE III - GENERAL PURPOSES

The general purposes for which the Corporation is organized shall be to manufacture, construct, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, and deal in and with products, goods, wares, merchandise, real and personal property, and services of every kind, class, and description. It is intended that the Corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be, from time to time, amended.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that the Corporation is authorized to issue and have outstanding is One Thousand (1,000) shares, which shall be designated Common Shares with a par value of \$0.10 per share.

**ARTICLE V - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The initial street address of the registered office of the Corporation in the state of Florida is 4300 Clarcona-Ocoee Road, Suite 101, Orlando, FL 32810. The name of the initial registered agent of the Corporation at such address is Edward R. Levine.

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator of the Corporation are:

Name	Address
Joseph R. Panzl	111 N. Orange Avenue, Suite 1800 Orlando, Florida 32801

ARTICLE VII - BY-LAWS

Subject to the specific requirements of Article VIII of these Articles of Incorporation, the power to adopt, amend, or repeal By-Laws for the management of the Corporation shall be vested solely in the shareholders of the Corporation.

ARTICLE VIII - MINIMUM SHAREHOLDER VOTING REQUIREMENTS

At all times prior to the earliest of the following dates: (A) the date the Corporation has first caused to become effective a registration statement for Common Shares of the Corporation pursuant to §5 of the Securities Act of 1933, as amended, or any successor provision thereto; (B) the first effective date of the registration of Common Shares of the Corporation pursuant to §12(b) or §12(g) of the Securities Exchange Act of 1934, or any successor provisions thereto; or, (C) the first date the Corporation has more than one hundred (100) record holders of its Common Shares; absent the affirmative vote at a meeting of shareholders duly called, convened, and held, or absent the prior written consent, of shareholders holding not less than seventy-five percent (75%) of the aggregate voting power of all issued and outstanding Common Shares of the Corporation, none of the following actions may be taken:

- (1) any amendment, including, without limitation, any deletion, of or to these Articles of Incorporation or the By-Laws of the Corporation;
- (2) any merger or consolidation of the Corporation with or into any other entity;
- (3) any sale or other transfer by the Corporation of all or substantially all of the operating assets of the Corporation or any sale or other transfer (exclusive of real property lease expirations and lease terminations in the ordinary course of the Corporation's business operations) by the Corporation of any interest in any real property;
- (4) any transaction, agreement, contract, or commitment between the Corporation and any Affiliate of the Corporation, other than actions taken pursuant to a written agreement which has been executed by or approved in writing by all shareholders of the Corporation;
- (5) any compensation or employment agreement, contract, or commitment between the Corporation and any person who is or is to become a director or officer of the Corporation;

(6) the adoption or the participation in or by the Corporation of any stock option plan, stock purchase plan, employee stock ownership plan, or retirement benefit plan or program for directors, officers, or employees of the Corporation;

(7) any dissolution or liquidation of the Corporation; and,

(8) any Act of Bankruptcy by the Corporation.

For all purposes of this Article VIII: (1) the term "Affiliate" shall mean and include any individual natural person or entity (collectively, a "Person"): (i) which, directly or indirectly, through one or more intermediaries, controls or is controlled by, or is under common control with, the Corporation; (ii) which beneficially owns or holds five percent (5%) or more of any class of voting stock of or other equity interest in the Corporation; (iii) five percent (5%) or more of the voting stock of or other equity interest in which is beneficially owned or held by the Corporation; (iv) who is an officer or director (or the equivalent) of the Corporation or any other Person included within parts (i), (ii), or (iii) of this definition; or, (v) who is a Family Member of any Person included within parts (i), (ii), (iii), or (iv) of this definition; (2) the term "control" shall mean and include the power, through equity ownership, by contract, or otherwise, to direct the affairs of another Person; (3) the term "Act of Bankruptcy" shall mean and include: (i) the filing of a voluntary petition under any federal or state law of bankruptcy, receivership, or any similar statute providing for protection from creditors (collectively, "Bankruptcy Law"); (ii) the filing of an involuntary petition under any Bankruptcy Law which is not discharged within sixty (60) days; or, (iii) any general assignment for the benefit of creditors; and, (4) the term "Family Member" shall mean and include relatives, by blood, marriage, or adoption, as closely related or more closely related to the applicable Person than the grandparents (of such Person or of any present or former spouse of such Person) and all descendants of such grandparents of such Person or any present or former spouse of such Person.

Notwithstanding the foregoing provisions of this Article VIII, the seventy-five percent (75%) vote or consent of the holders of Common Shares of the Corporation required pursuant to this Article VIII shall be reduced to a simple majority of all outstanding Common Shares of the Corporation if the subject amendment, transaction, agreement, act, or event has been approved by the affirmative vote of not less than seventy-five percent (75%) of all directors of the Corporation in office at the time of approval by the Board of Directors of the Corporation.

ARTICLE IX - PRINCIPAL OFFICE

The principal office of the Corporation in the state of Florida is 4300 Clarcona-Ocoee Road, Suite 101, Orlando, Florida 32810.

ARTICLE X - AMENDMENT TO ARTICLES

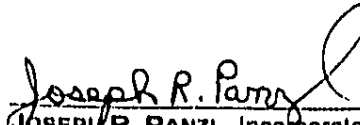
Subject to the specific requirements of Article VIII hereof, these Articles of Incorporation may be amended in any manner permitted by applicable law.

~

ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Orlando, Florida, this 27th day of January, 1996.


JOSEPH R. PANZL, Incorporator

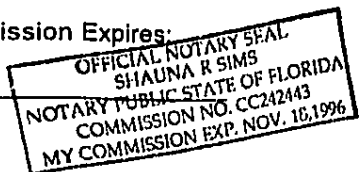
ACKNOWLEDGMENT

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me by JOSEPH R. PANZL, who is personally known to me, this 27th day of January, 1996.


NOTARY PUBLIC -
State of Florida at Large

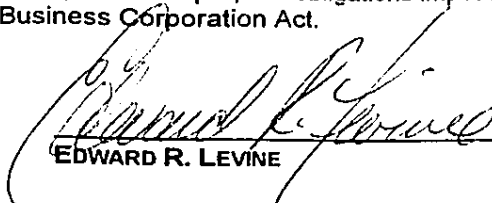
My Commission Expires:



FILED
56 JAN 25 PM 2:22
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

The undersigned, EDWARD R. LEVINE, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that the undersigned is familiar with, and accepts, the obligations imposed pursuant to §607.0501 and §607.0505 of the Florida Business Corporation Act.


EDWARD R. LEVINE

P96000007978

Foley, Lardner
Requestor's Name

Address

City/State/Zip

727-6100
Phone #

Office Use Only

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

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

☐ Mail out

☒ Pick up time

☐ Will wait

3:00

☐ Photocopy

☐ Certified Copy

☐ Certificate of Status

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

AMENDMENTS	
<input checked="" 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
MAR 28 11 2:26
TAMPA
FLORIDA

RECEIVED
96 MAR 28 AM 11:12
DIVISION OF CORPORATION

AMEND
DRG
3/28

Examiner's Initials

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
THE VIDEO SUPERSTORE, INC.

FILED
MAR 28 1996
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF
DADE, FLORIDA

Pursuant to Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation, THE VIDEO SUPERSTORE, INC. (the "Corporation"), hereby adopts and files the following Articles of Amendment to its Articles of Incorporation:

- (1) FIRST: The name of the Corporation is THE VIDEO SUPERSTORE, INC.
- (2) SECOND: Article VII of the Articles of Incorporation of the Corporation is hereby amended to provide, in its entirety, as follows:

ARTICLE VII - BY-LAWS

The power to adopt, amend, or repeal By-Laws for the management of the Corporation shall be vested solely in the shareholders of the Corporation.

- (3) THIRD: Current Article VIII of the Articles of Incorporation of the Corporation is hereby deleted in its entirety.
- (4) FOURTH: Current Articles IX, X, and XI of the Articles of Incorporation of the Corporation are hereby redesignated, respectively, as Articles VIII, IX, and X.
- (5) FIFTH: New Article IX of the Articles of Incorporation of the Corporation is hereby amended to provide, in its entirety, as follows:

ARTICLE IX - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by applicable law; *provided, however*, that no such amendment shall be effected absent the prior affirmative vote or written consent of a majority of all issued and outstanding Common Shares of the Corporation.

- (6) SIXTH: The foregoing amendments to the Articles of Incorporation of the Corporation were adopted by the unanimous written consent of all the shareholders of the Corporation as of and effective the 17th day of March, 1996, and such consent is sufficient for approval of such amendment.

IN WITNESS WHEREOF, these Articles of Amendment have been executed by the undersigned as of the 17th day of March, 1996.

THE VIDEO SUPERSTORE, INC.

By: Edward R. Levine Pres.
EDWARD R. LEVINE, PRESIDENT

Attest: Nancy A. Rossman
NANCY A. ROSSMAN, SECRETARY