

P96000014533

5275C Jamestown Circle
Bradenton, FL 34208

February 7, 1996

Department of State
Corporate Division
State of Florida
Tallahassee, FL 32304

Gentlemen:

000001713230
-02/13/96--01062--001
*****70.00 *****70.00

Enclosed herewith please find Articles of Incorporation
as respects Braden River Video along with check in the
amount of \$70. Your prompt assistance in processing said
Articles will be very much appreciated.

Sincerely,

Melissa Sorg

Melissa Sorg

ARTICLES OF INCORPORATION

OF

BRADEN RIVER VIDEO, INC.

We, the undersigned, acting as the incorporators of a corporation under the Laws of the State of Florida, adopt the following Articles of Incorporation:

FILED
98 FEB 12 PM 7:45
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation is **BRADEN RIVER VIDEO, INC.**

ARTICLE II

Term of Existence

This Corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE III

Purposes

The purpose of this corporation is to transact any or all lawful businesses for which corporations may be incorporated under Chapter 607 Florida Statutes, including but not limited to the sale and rental of video tapes and other germane matters.

ARTICLE IV

Capital Stock

This corporation is authorized to issue ONE HUNDRED (100) shares of common stock of a par value of Ten Dollars (\$10.00) a share.

ARTICLE V

Registered Office and Registered Agent

The initial registered agent for this corporation is **MELISSA SORG**, initial registered office is located at 1010 Carlton Arms Boulevard, Bradenton, Florida 34208.

ARTICLE VI

Number of Directors

The number of Directors of this Corporation shall not be less than one at any time and shall be such number as prescribed in the By-Laws of this Corporation from time to time and which maximum number shall not exceed the provisions of Florida law. The Directors shall be elected or appointed according to the By-Laws of this Corporation. The names and address of the Directors of this Corporation at the time of its incorporation are:

NAME	ADDRESS
MELISSA SORG	5275 C Jamestown Circle Bradenton, Fl 34208
CAROLYN R. SELLERS	1203 Carlton Arms Circle Bradenton, FL 34208

ARTICLE VII

Initial Directors

The name and street address of each member of the first Board of Directors is:

MELISSA SORG	5275 C Jamestown Circle Bradenton, FL 34208
CAROLYN R. SELLERS	1203 Carlton Arms Circle Bradenton, FL 34208

ARTICLE VIII

Incorporators

The names and street addresses of the incorporators are:

MELISSA SORG	5275 C Jamestown Circle Bradenton, FL 34208
CAROLYN R. SELLERS	1203 Carlton Arms Circle Bradenton, FL 34208

ARTICLE IX

Officers

The initial officers of the Corporation shall be:

NAME	OFFICE
MELISSA SORG	President/Secretary
CAROLYN R. SELLERS	V. Pres/Treasurer

ARTICLE X

Voting

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation and the By-Laws of this corporation with not less than a two-thirds (2/3) vote of the outstanding and issued common stock.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation at Bradenton, Manatee County, Florida on the 7 day of February, 1996.

Signed, Sealed and Delivered
in the Presence of:

Sylvia Westerhold

SYLVIA WESTERHOLD

Printed Name of Witness

Mary Jackson

Mary Jackson

Printed Name of Witness

As to the Signature of the
Director

Sylvia Westerhold

SYLVIA WESTERHOLD

Printed Name of Witness

Mary Jackson

Mary Jackson

Printed Name of Witness

As to the Signature of the
Director

Melissa Sorg

MELISSA SORG

(Seal)

Carolyn R. Sellers

CAROLYN R. SELLERS

(Seal)

STATE OF FLORIDA
COUNTY OF MANATEE

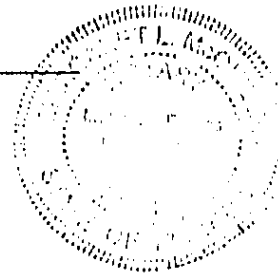
BEFORE ME, the undersigned authority, personally appeared
MELISSA SORG and CAROLYN R. SELLERS, who executed the foregoing
Articles of Incorporation, and who are personally known to me, or who produced
Personally known to me as identification, and they
acknowledged the execution thereof to be their free act and deed for the purposes
therein mentioned.

WITNESS my hand and seal at said County and State this
7th day of *February*, 1996.

My Commission Expires: *5/15/98 Margaret L. McGuillen*
Notary Public

MARGARET L. MCGUILLEN

Printed Name of Notary



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

In pursuance of Chapter 607.034, Florida Statutes, the following
is submitted, in compliance with said Act:

1. The Principal Office of BRADEN RIVER VIDEO, INC., a
Corporation duly organized and existing under the Laws of the State of
Florida is 1010 Carlton Arms Boulevard, Bradenton, Florida 34208.

2. The Registered office of this Corporation is: 1010 Carlton Arms
Boulevard, Bradenton, Florida 34208.

3. The Registered Agent of this Corporation is:

NAME	ADDRESS
MELISSA SORG	1010 Carlton Arms Boulevard Bradenton, FL 34208

4. The name and address and respective office of each of the officers
of this Corporation are:

NAME	ADDRESS	OFFICE
MELISSA SORG	5275 C Jamestown Cr. Bradenton, FL 34208	President/ Secretary
CAROLYN R. SELLERS	1203 Carlton Arms Cr. Bradenton, FL 34208	V. President/ Treasurer

BRADEN RIVER VIDEO, INC.

BY: Melissa J. Sorg
MELISSA SORG, President

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept such designation to act in this capacity, and agree to comply with the provisions of said Act relative to keeping said office open.



MELISSA SORG
Registered Agent

FILED
96 FEB 12 AM 7:45
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA