

P960000 53835

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

No 52504

RE: DVD. Books and South
Florida Inc

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

C.C. FEE. DISBURSED

<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

RECEIVED JUN 25 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	6/19		
TIME	2:30		CK No.
BY	21		

WALK-IN
 Will Pick Up _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
D.V.D. POOLS OF SOUTH FLORIDA, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be D.V.D. POOLS OF SOUTH FLORIDA, INC. whose principal office and mailing address is 4705 Bucida Road, Boynton Beach, Florida 33436.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

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

ARTICLE IV - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE THOUSAND (1000) at \$1.00 par value common stock.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation 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 issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is DANIEL M. LOWE, 4705 Bucida Road, Boynton Beach, Florida 33436, and the undersigned subscriber, having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these articles does hereby accept the appointment as Registered Agent and agree to act in this capacity. And does further agree to comply with the provisions of all statutes relating to the proper and complete performance of the duties of Registered Agent, and is familiar with and accepts the obligations of the position of Registered Agent.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Director initially. The number of Directors may be either increased or decreased from time to time pursuant to the By-Laws but shall never be less than one. The name and address of the initial Board of Directors of this corporation is:

DANIEL M. LOWE

4705 Bucida Road
Boynton Beach, Florida 33436

IRA ELIOT FOX

4705 Bucida Road
Boynton Beach, Florida 33436

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: DANIEL M. LOWE, 4705 Bucida Road, Boynton Beach, Florida 33436.

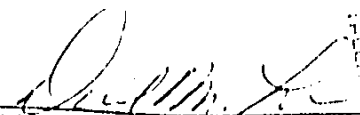
ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

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

24th The undersigned incorporator has executed these Articles of Incorporation this day of June, 1996.


DANIEL M. LOWE
Incorporator and Registered Agent

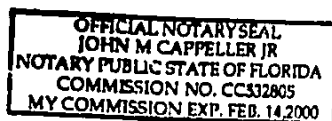
FILED
95 JUN 25 PM 11:27
TALLAHASSEE, FLORIDA

STATE OF FLORIDA :
COUNTY OF PALM BEACH :

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared DANIEL M. LOWE, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same and who did take an oath.

24 WITNESS my hand and official seal in the County and State last aforesaid this day of June, 1996.

My Commission Expires:




Notary: _____

Printed Name