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Charles E. Geary, P.A.

Attorney At Law
215 South Federal Highway, Suite 100
Stuart, Florida 34994



Charles E. Geary

Licensed in: Florida
Washington D.C.

Stephen C. Frasier
of Counsel

Licensed in: Florida
Colorado

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September 13, 1996

Return to
P.O. ASAP

Attorneys' Title Insurance Fund, Inc.
Leon Branch
660 East Jefferson Street, Suite 200
Tallahassee, FL 32301

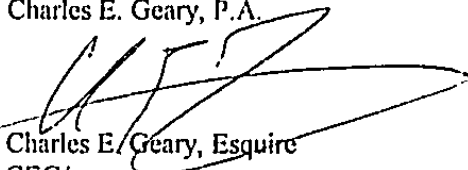
RE: RIVERGATE VIDEO, INC.

Dear Sir/Madam:

Enclosed you will find the Articles of Incorporation and Acceptance of Registered Agent for the above referenced Corporation and a check in the amount of \$122.50 for filing with the Secretary of State for incorporation purposes. Also enclosed is a check in the amount of \$10.00 payable to Attorneys' Title Insurance Fund. It is my understanding that you will file these corporate documents on the same day as received if received prior to 2:00 p.m. on that day. Please file them and return them to me in the enclosed prepaid Federal Express package. Please call me if there is any problem or delay in this matter. Thanks for your anticipated courtesy and cooperation.

Sincerely,

Charles E. Geary, P.A.


Charles E. Geary, Esquire
CEG/rg
Enclosure

FILED
95 SEP 16 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 SEP 16 PM 2:43
DIVISION OF CORPORATION

Charles E. Geary, P.A.

Attorney At Law
215 South Federal Highway, Suite 100
Stuart, Florida 34904



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Licensed in: Florida
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Colorado

September 13, 1996

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

Re: RIVERGATE VIDEO, INC.

Dear Sir/Madam:

Enclosed you will find one (1) original and one (1) copy of the Articles of Incorporation and the Acceptance of Registered Agent for the above referenced corporation, along with my check in the amount of \$122.50 to cover your fee. Please file these documents ~~and return them to me in the enclosed self-addressed, stamped envelope.~~

Sincerely,

Charles E. Geary, P.A.

A handwritten signature in cursive script, appearing to read "Rebecca D. Geary".

Rebecca D. Geary,
Secretary to Charles E. Geary
CEG/rg
enc.

CEG1/STG.111

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
RIVERGATE VIDEO, INC.

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation shall be: RIVERGATE VIDEO, INC.

ARTICLE II. INITIAL REGISTERED OFFICE AND MAILING ADDRESS

The street address of the initial registered office of this corporation is 1812 S.E. Elkhart Terr., Port St. Lucie, FL 34952. The mailing address of this corporation is 1812 S.E. Elkhart Terr., Port St. Lucie, FL 34952.

ARTICLE III. CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 10,000. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE IV. PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE V. INITIAL REGISTERED AGENT

The name and address of the initial registered agent is:

Elmostafa Moufid
1812 S.E. Elkhart Terr.
Port St. Lucie, FL 34952

ARTICLE VI. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Elmostafa Moufid
1812 S.E. Elkhart Terr.
Port St. Lucie, FL 34952

ARTICLE VII. INITIAL DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two (2). The name and address of each person who is to serve as a member of the initial board of directors is:

Elmostafa Moufid
1812 S.E. Elkhart Terr.
Port St. Lucie, FL 34952

Mary Elizabeth Moufid
1812 S.E. Elkhart Terr.
Port St. Lucie, FL 34952

ARTICLE VIII. PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business of ownership and operation of a video rental store.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IX. CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE X. MEETINGS BY CONFERENCE TELEPHONE

Members of the board of directors may participate in special, regular and annual meetings of the board of directors by means of conference telephone or similar communication equipment as provided by law.

ARTICLE XI. INDEMNIFICATION

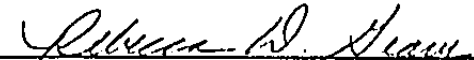
This corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

IN WITNESS WHEREOF the undersigned subscriber has executed the Articles of Incorporation on this 13 day of September, 1996.


Elmoustafa Moufid

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 13th day of September, 1996 by Elmoustafa Moufid, who is personally known to me or who has produced OHIO Driver License as identification and who did not take an oath.


Print Name: Rebecca D. Geary
Notary Public



REBECCA D. GEARY
MY COMMISSION # CC385187 EXPIRES
June 20, 1998
BONDED THRU TROY FARM INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

That RIVERGATE VIDEO, INC. desires to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 1812 S.E. Elkhart Terr., Port St. FL 34952, has named Elmostafa Moufid, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

By: *[Signature]*

Elmostafa Moufid

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 13th day of September, 1996 by Elmustafa Moufid, who is personally known to me or who has produced OHIO Driver's License as identification and who did not take an oath.

Rebecca D. Geary
Print Name: Rebecca D. Geary
Notary Public



REBECCA D. GEARY
MY COMMISSION # CG385187 EXPIRES
June 20, 1998
BONDED THRU TROY FARM INSURANCE, INC.

FILED
96 SEP 16 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA