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ACCOUNT NO. : 072100000032

REFERENCE : 128168 121460A

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 122.50

ORDER DATE : October 22, 1996

ORDER TIME : 10:46 AM

ORDER NO. : 128168-005

CUSTOMER NO: 121460A

CUSTOMER: David L. Ward, Esq
DAVID L. WARD, ESQ

P.o. Box 1650

Fort Myers, FL 33902

DOMESTIC FILING

FILED
96 OCT 22 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAME: 94 CENT VIDEO, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
___ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
___ PLAIN STAMPED COPY
___ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: KL
10-23-96

FILED
95 OCT 22 AM 8:44

ARTICLES OF INCORPORATION

OF

94 CENT VIDEO, INC.

The undersigned, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

1. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the corporation shall be 94 CENT VIDEO, INC., The principal place of business of this corporation shall be 3060 Cleveland Ave, Fort Myers, Lee County, Florida 33901.

2. 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.

3. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares of common stock having one dollar ($1.00) par value per share.

4. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be 4030 Albany Drive, Labelle, Florida and the name of the initial registered agent of the corporation at that address is Stefan Soos. The undersigned is the registered agent of the corporation and the undersigned is familiar with the obligations of a registered agent under Florida law and accepts the obligations of that position.

5. INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is:

Stefan Soos
4030 Albany Drive
Labelle, FL 33935

6. INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former officers and directors, to the fullest extent permitted by law.

7. DIRECTORS.

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The corporation shall have one (1) director.

8. OFFICERS.

By business and affairs of the corporation shall be carried out the Officers of the corporation, which shall be elected by the Board of Directors pursuant to the provisions of the Bylaws of the corporation and which shall serve as provided in the Bylaws. The number of the Officers of the corporation may be either increased or decreased from time to time pursuant to the terms of the Bylaws.

9. PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's prorata portion of the following:

A. Any stock or any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any shareholder who does not exercise it and pay of the shares preempted within thirty (30) days after receipt of written notice from the corporation stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the shareholder.

10. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board of Directors and the shareholders. Bylaws adopted, altered, amended or repealed by the shareholders of the corporation may not be repealed, altered, amended or readopted by the Board of Directors if the shareholders so provide.

The undersigned incorporator and Registered Agent has signed these Articles of Incorporation on this 21st day of October, 1996.

Stefan Soos

Stefan Soos
Incorporator and Registered Agent, who is familiar with and accepts the obligations of a registered agent under Florida law

STATE OF FLORIDA)
COUNTY OF LEE)

21st The foregoing instrument was acknowledged before me this 21st day of October, 1996, by Stefan Soos who is personally known to me.

Signature of Person Taking Acknowledgment
Name of Acknowledger Typed, Printed or Stamped
Title or Rank: **NOTARY PUBLIC AT LARGE, FLORIDA**
Serial Number, if any:

NOTARY PUBLIC STATE OF FLORIDA
JOY L ADAMS
My Commission CC483464
Expires May. 14, 1999
Bonded by HAI
800-422-1555

FILED
96 OCT 22 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA