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GIBBONS, SMITH, COHN & ARNETT
A PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELLORS AT LAW

3321 HENDERSON BOULEVARD
TAMPA, FLORIDA 33609

MAILING ADDRESS:
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TAMPA, FLORIDA 33601

FAX (813) 877-9290
(813) 877-9222

November 12, 1996

Via Express Mail

Secretary of State
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-11/13/96--01145--013
***122.50 ***122.50

Re: Video Co-op, Inc. - Incorporation

Dear Madam:

Enclosed are the following items in connection with the filing of the Articles of Incorporation of the above-referenced corporation:

1. Original Articles of Incorporation;
2. Original Designation of Registered Agent and Registered Office;
3. Our check in the amount of \$122.50 to cover the following costs:

Filing Fee	\$35.00
Registered Agent Designation	35.00
Certified Copy	52.50

Once filing is completed, please forward a certified copy of the Articles of Incorporation to this firm.

Thank you for your assistance in this matter.

Sincerely,

NOV 18 1996

BSB *Roy W. Cohn*
Roy W. Cohn

Enclosures
RWC/ms/Cp-
12449.11579

FILED
96 NOV 13 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Articles of Incorporation
of
Video Co-op, Inc.

96 NOV 13 AM 10:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation, for profit, files these Articles of Incorporation with the Secretary of State of the State of Florida, pursuant to the Florida Business Corporation Act of the State of Florida, Chapter 607, Florida Statutes.

1. NAME. The name of the corporation is Video Co-op, Inc. (the "Corporation").

2. ADDRESS. The mailing address of the initial principal office of the Corporation is P.O. Box 3363, Seminole, FL 34642.

3. NUMBER OF SHARES. The maximum number of shares which the Corporation is authorized to issue is 10,000 shares of common stock, having no par value per share.

4. NO PREEMPTIVE RIGHTS. No preemptive rights are granted to shareholders of the Corporation.

5. INITIAL REGISTERED OFFICE AND REGISTERED AGENT. The address of the initial registered office of the Corporation is 3321 Henderson Boulevard, Tampa, Florida 33609, and the name of the initial registered agent is Roy W. Cohn.

6. INCORPORATOR. The name and address of each incorporator for the Corporation is set forth immediately below:

Jack V. Smith

P.O. Box 3363
Seminole, FL 34642

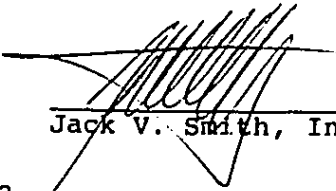
7. BOARD OF DIRECTORS. The number of directors shall not be less than one. The number of directors may be increased or diminished from time to time by the By-laws adopted by the shareholders, but shall never be less than one. The name and mailing address of the first Board of Directors, who shall serve until the first annual meeting or until their successors shall have been elected and qualified:

<u>Name</u>	<u>Address</u>
Jack V. Smith	P.O. Box 3363 Seminole, FL 34642
Ben Thomas Foster	2513 Lake Ellen Circle Tampa, FL 33618
Jesse M. Carter	910 So. Rome Avenue Tampa, FL 33606

8. POWERS OF CORPORATION. The Corporation shall have and may exercise at all times all of the powers and rights to the maximum extent, and without restriction, as conferred upon corporations by the laws of the State of Florida and of the United States.

9. AMENDMENT. The corporation shall have the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in any manner now or hereafter permitted by statute.

EXECUTED this 7th day of November, 1996.



Jack V. Smith, Incorporator

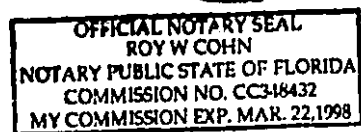
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me, this
7th day of November, 1996, by Jack V. Smith, who is
personally known to me (or who has produced
as identification).

NOTARY PUBLIC

Sign: Roy W. Cohn

State of Florida at Large



DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

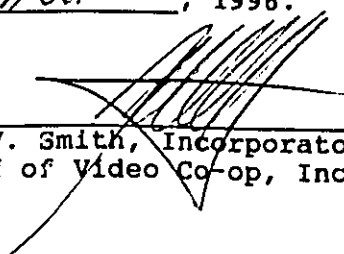
Pursuant to Sections 48.091 and 607.0501, Florida Statutes, this Designation is submitted:

1. Video Co-op, Inc. is a corporation desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Seminole, County of Pinellas, State of Florida;

2. Video Co-op, Inc. hereby names Roy W. Cohn, an individual resident of this state, as its registered agent to accept service of process within the State of Florida;

3. Video Co-op, Inc. hereby designates as its registered office, the street address of said registered agent's place of business, which is 3321 Henderson Blvd., City of Tampa, County of Hillsborough, State of Florida 33609.

SUBMITTED this 7th day of November, 1996.



Jack V. Smith, Incorporator on
behalf of Video Co-op, Inc.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the designated place, I hereby agree to act in this capacity and accept this appointment, and agree to comply with the provisions of Sections 48.091 and 607.0501, Florida Statutes, relative to keeping open said office.

By: Roy W. Cohn
Registered Agent

Date: November 7, 1996

FILED
96 NOV 13 AM 10:53
DEPT. OF STATE
TAMPA, FLORIDA