

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

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 \$ _____

RE: Video Outlet 1, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input 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.....	\$

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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
96 JAN 30 PM 3:47
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

January 30, 1997

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET
SUITE 1
TALLAHASSEE, FL 32301

SUBJECT: VIDEO OUTLET I, INC.
Ref. Number: W97000002336

We have received your document for VIDEO OUTLET I, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 597A00004919

Corrected

ARTICLES OF INCORPORATION
OF
VIDEO OUTLET II, INC.

FILED
97 JAN 30 PM 4: 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby form, organize and incorporate under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profit.

ARTICLE I

The name of the corporation shall be VIDEO OUTLET II, INC.

ARTICLE II

The general nature of the business and the objects and purposes are to engage in any and all lawful business.

SECTION 1. This corporation may engage in any activity or business permitted under the laws of the State of Florida, and shall enjoy all the rights and privileges of a corporation granted by the laws of the State of Florida.

SECTION 2. To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed,

tangible or intangible, wherever situated and however held, including but not limited to, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidence of interests in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved and unimproved), and the products and avails thereof, and every character of interest therein and appurtenances thereto, including, but not limited to mineral, oil, gas and water rights, all or any part of any ongoing business and its incidents, franchises, subsidiaries charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

SECTION 3. To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

SECTION 4. To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations.

SECTION 5. To let concession to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

SECTION 6. To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may

deem calculated, directly or indirectly, to improve the interests of this corporation, and to do all things specified in Florida Statute 607, and to have and to exercise all powers conferred by the laws of the State of Florida on corporations formed under the law pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations, and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

ARTICLE III.

The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is 1,000 shares having no par value.

ARTICLE IV.

The amount of capital with which this corporation shall begin business will not be less than \$500.00.

ARTICLE V.

The corporation is to have perpetual existence.

ARTICLE VI.

The principal place of business of this corporation shall be 865 South Congress Avenue, West Palm Beach, Palm Beach County, Florida, or any other city in the State of Florida designated by the Board of Directors.

ARTICLE VII.

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the By-Laws adopted by the stockholders, but shall never be decreased to less than one (1).

ARTICLE VIII.

This corporation, and any or all of the stockholders of this corporation may, from time to time, enter into such agreements as they deem expedient relating to the shares of stock held by them and limiting the transferability thereof; and thereafter, any transfer of such shares shall be made in accordance with the provisions of such agreement, provided that before the actual transfer of such shares on the books of the corporation, written notice of such agreement shall be given to this corporation by filing a copy thereof with the secretary of the corporation and a reference to such agreement shall be stamped, written or printed upon the certificate representing such shares, and the By-Laws of this corporation may likewise include provisions for the making of such agreement, as aforesaid.

ARTICLE IX.

The names and addresses of the first Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the By-Laws, and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's business and existence, and until his successors are elected and have qualified:

NAME

ADDRESS

BERNICE C. SANTONI

19632 Star Island Drive
Boca Raton, Florida 33498

ARTICLE X.

The name and post office address of each subscriber to the Articles of Incorporation are as follows, to-wit:

NAME

ADDRESS

BERNICE C. SANTONI

19632 Star Island Drive
Boca Raton, Florida 33498

ARTICLE XI.

The executive officers of this corporation may be a President, a Vice President, a Secretary and a Treasurer. Any person may hold two or more offices. The corporation may also have such other officers and agents as may be deemed necessary and all such officers and agents shall be chosen in such manner, take and hold their offices for such terms, and have such powers and duties as may be prescribed by the By-Laws, or determined by the Board of Directors.

ARTICLE XII.

The private property of the stockholders of the corporation shall not be subject to the payment of the corporation's debts to any extent whatever.

Every director and officer shall be indemnified against all liabilities, civil and criminal, incurred in relation to his duties, including all reasonable expenses of defense, except to the extent that he shall have been finally adjudged to be liable for negligence or misconduct in the matter out of which the liability arises.

In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any individual firm, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are interested in such contract or transaction, provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of such Board at which time such contract or transaction is authorized or confirmed, and provided however, that any such directors of this corporation who are so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize or confirm such contract or transaction, and any such director may vote thereon to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE XIII.

In furtherance, and not in limitation to the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized:

(a) To make, alter, amend and repeal the By-Laws of the corporation, subject to the powers of the holders of stock having voting power to alter, amend, or repeal the By-Laws made by the Board of Directors.

(b) To determine and fix the value of any property to be acquired by the corporation and to issue and to pay in exchange therefor, stock of the corporation; and the judgment of the directors in determining such value shall be conclusive.

(c) To set apart out of any funds of the corporation available for dividends, reserve or reserves for working capital or for any other lawful purposes, and also to abolish any such reserve in the same manner in which it was created.

(d) To determine from time to time whether and to what extent, and to what times and places, and under what conditions and regulations the accounts and books of the corporation, or any of the books, shall be open for inspection by the stockholders, and no stockholder shall have any right to inspect any account or book or document of the corporation except as conferred by the laws of the State of Florida, unless and until authorized to do so by resolution of the Board of Directors or of the stockholders.

(e) The Board of Directors may, by resolution, provide for the issuance of stock certificates to replace lost or destroyed certificates.

ARTICLE XIV.

If the By-Laws so provide, the stockholders and the Board of Directors of the corporation shall have the power to hold their meetings, to have an office or offices, and to keep the books of the corporation, subject to the provisions of the laws of the State of Florida, outside of said state at such place or places as may be designated from time to time by the Board of Directors.

The corporation may, in its By-Laws, confer powers upon the Board of Directors in addition to those granted by this Certificate of Incorporation, and in addition to the powers and authority expressly conferred upon them by the laws of the State of Florida.

Election of Directors need not be by ballot unless the By-Laws so provide.

Directors shall be entitled to reasonable fees for their attendance at meetings of the Board of Directors.

ARTICLE XV.

In case the corporation enters into contracts or transacts business with one or more of its directors, or with any firm of which one or more of its directors are members, or with any other corporation or association of which one or more of its directors are stockholders, directors, or officers, such contracts or transactions shall not be invalidated or in any way affected by the fact that such director or directors have or may have an interest therein which are or might be adverse to the interest of this company, provided that such contracts or transactions are entered into in good faith and authorized or ratified in the usual course of business as may be provided for in the By-Laws of the corporation.

ARTICLE XVI.

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred therein upon stockholders, directors and officers are subject to this reserved power.

ARTICLE XVII.

The said VIDEO OUTLET ^{INC.} II, ~~not~~ desiring to be organized under the laws of the State of Florida, hereby designates 5249 N.W. 9th Avenue, Fort Lauderdale, Florida 33309 as its principal place of business, and agrees to maintain same at all times, and designates CHARLES L. CURTIS,

of 1177 S.E. 3rd Avenue, Fort Lauderdale, Florida 33316 as its Registered Agent to accept service of process within this State.

IN WITNESS WHEREOF, I, the undersigned, for the purpose of forming a corporation, pursuant to the laws of the State of Florida, do make, subscribe and acknowledge these Articles, and I have hereunto duly executed the foregoing Articles of Incorporation to be filed in the Office of the Secretary of the State of Florida for the purposes therein set forth.


BERNICE C. SANTONI

STATE OF FLORIDA)
COUNTY OF BROWARD)

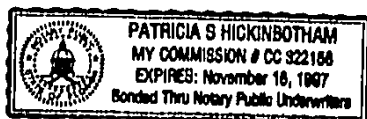
This day personally appeared before me, the undersigned authority, BERNICE C. SANTONI, known to me to be the persons making, subscribing and acknowledging the foregoing Articles of Incorporation to be her act and deed for the uses and purposes therein set forth and expressed.

SWORN TO AND SUBSCRIBED before me, this 29 day of January, 1997.

NOTARY PUBLIC:


State of Florida at Large

My Commission Expires:



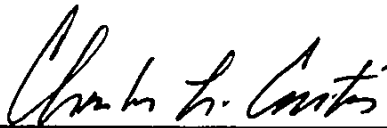
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

**FILED
97 JAN 30 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to the provision of Section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submitted the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is VIDEO OUTLET II, INC.
2. The name and street address of the Registered Agent and office is CHARLES L. CURTIS, P.A., 1177 Southeast 3rd Avenue, Fort Lauderdale, Florida 33316.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



CHARLES L. CURTIS

Date: 1/29/97