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March 20, 1997

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

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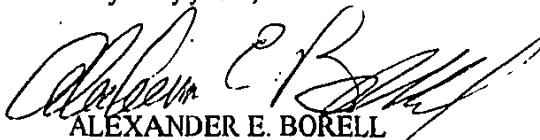
Re: *Request to Register the Articles of Incorporation of
VIDEOS R' US INC.,*

To Whom it May Concern:

Enclosed please find the Articles of Incorporation for the above Corporation and a check in the amount of \$122.50, for the registration fee.

Should you have any questions, please feel free to contact me.

Very truly yours,


ALEXANDER E. BORELL

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97 MAR 24 9:30
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

VIDEOS R' US INC.

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

ARTICLE I.
NAME

The name of the Corporation is: **VIDEOS R' US INC.**

ARTICLE II.
DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III.
NATURE OF BUSINESS

The nature of the business to be conducted by the Corporation is:

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV.
CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is one hundred (100) shares, all of which shall be common stock having a par value of ONE (\$1.00) DOLLAR per share.

ARTICLE V.
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

ARTICLE VI.
REGISTERED OFFICE

The street address of the initial registered agent of the Corporation is:

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97 MAR 24 AM 9:30
TALLAHASSEE, FLORIDA

ARTICLE VII.
PRINCIPAL OFFICE

The initial street address of the principal office of the Corporation in the State of Florida is:

**3929 Ponce De Leon Blvd.
Coral Gables Florida 33134**

ARTICLE VIII.
DIRECTORS

The initial Board of Directors of the Corporation shall consist of 1 member. Changes in the number of members comprising the Board of Directors shall be made by amendment to the Corporation's By-laws.

The names and address for the one (1) member of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
LIZETTE RODRIGUEZ	3929 Ponce De Leon Blvd Coral Gables Florida 33134

ARTICLE IX.
INCORPORATOR

<u>NAME</u>	<u>ADDRESS</u>
LIZETTE RODRIGUEZ	3929 Ponce De Leon Blvd. Coral Gables Florida 33134

ARTICLE X.
OFFICERS

The names and addresses and title of the initial officer(s) of the Corporation are:

<u>NAME/TITLE</u>	<u>ADDRESS</u>
LIZETTE RODRIGUEZ/ President and Director	3929 Ponce De Leon Blvd. Coral Gables Florida 33134

**REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN OTHER
PRE-INCORPORATION EXPENSES; ADOPTION OF CONTRACTS**

The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporator. The Corporation further authorizes its Director to reimburse the hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation. The Director of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

RIGHT TO AMEND ARTICLES OF INCORPORATION

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any rights inferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 19 day MARCH, 1997.

LIZETTE RODRIGUEZ, INCORPORATOR

STATE OF FLORIDA }

{ s.s.

COUNTY OF DADE }

THE FOREGOING instrument was acknowledged before me this 19 day of MARCH, 1997 by **LIZETTE RODRIGUEZ**, as **Incorporator of VIDEOS R' US INC.**, on behalf of the corporation, who has produced his driver's license as identification (or is personally known to me) and did (did not) take an oath.

my commission expires:

ALEXANDER E. BORELL, Esquire
NOTARY PUBLIC, STATE OF FLORIDA



ALEXANDER E BORELI
My Contribution CC557294
Expires Jul 20, 2000

**CERTIFICATION DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA NAMING AGENT UPON WHOM MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST: THAT **VIDEOS R' US INC.**, desiring to organize or qualify under the laws of the
Stat of Florida with its principal place of business at the **CITY OF MIAMI, STATE OF FLORIDA**,
HAS NAMED **ALEXANDER E. BORELL**, whose address is **3929 Ponce de Leon Blvd., Coral
Gables, Florida, 33134**, as its Agent to accept service of process.

SIGNATURE: 

DATE: 3-19-97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE- STATED CORPORATION,
AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND
I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER
AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: 

DATE: 3-19-97

FILED
97 MAR 24 AM 9:30
TALLAHASSEE, FLORIDA