



THE UNITED STATES
CORPORATION
COMPANY

97000038514

ACCOUNT NO. : 072100000032

REFERENCE : 348805 7111586

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 30, 1997

ORDER TIME : 9:24 AM

ORDER NO. : 348805-005

CUSTOMER NO: 7111586

CUSTOMER: Ms. Sandra Suchoval
NORTON GURLEY HAMMERSLEY &
LOPEZ, P.A.
Suite 610
1819 Main Street
Sarasota, FL 34236

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-04/30/97--01043--018
****122.50 ****122.50

DOMESTIC FILING

NAME: SUPERSTAR VIDEO OF
SW FLORIDA, 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: W. Charles Earnest

EXAMINER'S INITIALS:

FILED
TALLAHASSEE, FLORIDA
APR 30 1997
97 APR 30 AM 11:49

RECEIVED
97 APR 30 AM 11:32
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

84 APR 30 1997

NORTON, GURLEY, HAMMERSLEY & LOPEZ, P.A.

ATTORNEYS AT LAW

BRIAN C. BLAIR
ANTHONY S. CABRERA
DAVID E. GURLEY
PHILIP N. HAMMERSLEY
E. JOHN LOPEZ**
SAM D. NORTON*
MICHAEL E. STEARNS

SARASOTA CITY CENTER
1819 MAIN STREET
SUITE 610
SARASOTA, FLORIDA 34236
TELEPHONE 941-954-4691
TELECOPIER 941-954-2128

*BOARD CERTIFIED
REAL ESTATE LAWYER

**BOARD CERTIFIED
TAX LAWYER

April 29, 1997

Bureau of Corporate Records
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: Superstar Video of SW Florida, Inc.

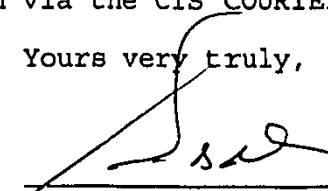
Dear Sir or Madam:

Enclosed please find original and duplicate of Articles of Incorporation for the above-referenced Corporation, together with a check in the amount of \$122.50 to cover the following:

Filing of the Articles	\$35.00
Certified Copy of the Articles	\$52.50
Registered Agent	\$35.00

We would appreciate your returning to us the certified copy of the Articles of Incorporation via the CIS COURIER.

Yours very truly,



Sam D. Norton
For the Firm

SDN:ss

Enclosures

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ARTICLES OF INCORPORATION
OF
SUPERSTAR VIDEO OF SW FLORIDA, INC.

FILED
97 APR 30 AM 11:49
TALLAHASSEE FLORIDA

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME: The name of this Corporation is:
SUPERSTAR VIDEO OF SW FLORIDA, INC., a Florida Corporation.

ARTICLE II

CORPORATE PURPOSES: The corporate purposes are:

To engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

To purchase, sell, lease, let, demise, and/or subdivide all real or personal property wheresoever situate; to make, purchase or sell materials for the construction of buildings; to erect buildings, to own, manage, operate, lease and sell buildings; to conduct and carry on the business of builders, developers, subdividers and contractors, for the purpose of building, erecting, altering, repairing or doing any other work in connection with any and all classes of buildings and improvements to real property of any kind or nature whatsoever and in connection with the division, subdivision, and development of real property, including the locating, laying out and construction of roads, avenues, docks, slips, sewers, bridges, wells, walls, seawalls, canals and water

and sewer plants, and in general to do and perform all of the foregoing in connection with all classes of buildings, erections and works, both public and private, or integral parts thereof.

To conduct a general brokerage, agency and commission business in the purchase, leasing, sale and the management of real estate and improvements for others and negotiation of loans and contracts concerning the same; to purchase and sell for others, personal property, stocks, bonds and notes, to negotiate loans thereon for others; to act as Trustee in Deeds of Trust or Mortgages on real or personal property or any evidence of value to secure the same.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such Mortgages, transfers of corporate property, or other instruments as are necessary to secure the payment of corporate indebtedness.

To purchase the corporate assets of any other corporation, and engage in the same or other character of business.

To loan the monies of the corporation and to take back mortgages as security therefor on both real and personal property.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other State or Government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To act as nominee or agent for the purpose of land acquisition, development, sales and financing.

To act as a General Partner in Limited Partnerships which will engage in activities contemplated by this Article and to perform all services necessary or desirable in connection therewith, and to act as nominee for the purpose of acquiring, financing and transferring real and personal property.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance surety, express, railroad, canal, telegraph, telephone, cemetery, professional engineering or surveying company, a building and loan association, mutual fire insurance association, cooperative loan association, fraternal benefit society, state fair or exposition.

ARTICLE III

CAPITAL STOCK: The shares of stock of this corporation shall consist of only one class. The maximum number of shares of Stock that this Corporation is authorized to have outstanding at any one time is: 500 shares of Common Stock having no par value.

ARTICLE IV

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

ARTICLE V

TERM OF EXISTENCE: This Corporation is to exist perpetually.

ARTICLE VI

REGISTERED OFFICE AND AGENT: The initial street address of the registered office of this Corporation in the State of Florida is: 1819 Main Street, Suite 610, Sarasota, FL 34236. The Board of Directors may from time to time move the registered office to any other address in Florida. The initial registered agent at the aforesaid address shall be Sam D. Norton. The mailing address of the Corporation is the same as the Registered Office.

ARTICLE VII

DIRECTORS: This Corporation shall have two (2) Directors. The number of Directors may be modified from time to time by Bylaws adopted by the Stockholders.

ARTICLE VIII

INITIAL DIRECTORS: The name and street address of the first Board of Directors is:

EDWARD D. GORKES
1200 Welsh Road (A-5)
North Wales, PA 19454-3771

LINDA K. GORKES
1200 Welsh Road (A-5)
North Wales, PA 19454-3771

ARTICLE IX

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

<u>NAME</u>	<u>ADDRESS</u>
SAM D. NORTON	1819 Main Street, Suite 610 Sarasota, FL 34236


ARTICLE X

SHAREHOLDER'S PREEMPTIVE RIGHTS: The Corporation elects to have preemptive rights and each shareholder of common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase any unissued or treasury shares of the Corporation and securities of the Corporation which from time to time may be issued (whether or not presently authorized), in the ratio that the number of shares of the common stock held at the time of the issue bear to the total number of shares of common stock outstanding. This right is waived by any holder of common stock who does not exercise it and pay for the stock preempted within thirty (30) days of his receipt of a written notice from the Corporation inviting him to exercise the right.

ARTICLE XI

AMENDMENT: These Articles of Incorporation may be amended by Resolution adopted by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders Meeting by a majority of the Stock entitled to vote thereon.

The undersigned Incorporator has executed these Articles this
29th day of April, 1997.

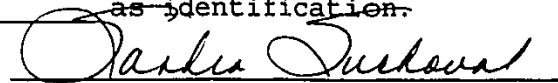


SAM D. NORTON

" INCORPORATOR "

STATE OF FLORIDA
COUNTY OF SARASOTA

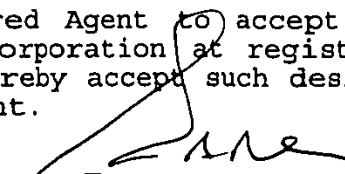
The foregoing instrument was acknowledged before me this
29th day of April, 1997, by SAM D. NORTON, as Incorporator
of SUPERSTAR VIDEO OF SW FLORIDA, INC., a Florida corporation, on
behalf of the corporation. He is personally known to me or has
produced _____ as identification.


Name: SANDRA SUCHOVAL
Notary Public

My Commission Expires:



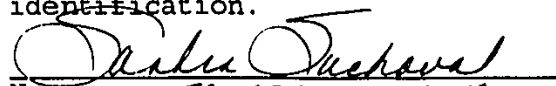
Having been named Registered Agent to accept service of
process for the above stated corporation at registered office
designated in the Articles, I hereby accept such designation and
agree to serve as Registered Agent.



SAM D. NORTON

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this
28th day of April, 1997, by SAM D. NORTON, as registered
agent, who is personally known to me or who has produced
_____ as identification.


Name: SANDRA SUCHOVAL
Notary Public

My Commission Expires:

H:\apps\wp51\re\sam\1079\SVSWP\Articles

