

P98000021282



ACCOUNT NO. : 072100000032

REFERENCE : 699897 8739A

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 122.50

ORDER DATE : February 9, 1998

ORDER TIME : 4:46 PM

ORDER NO. : 699897-005

200002425902--8

CUSTOMER NO: 8739A

CUSTOMER: Ms. Holly Davidson Schuttler
SIEGEL LIPMAN DUNAY & SHEPARD,
LLP
Suite 801
5355 Town Center Road
Boca Raton, FL 33486

DOMESTIC FILING

NAME: VIDEO NATION II, 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: Christopher Smith

EXAMINER'S INITIALS:

2544-
W98-2937

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 10 AM 8:52

RECEIVED
98 FEB 10 AM 8:11
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 10 AM 8:52

February 10, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: VIDEO NATION II, INC.
Ref. Number: W98000002937

We have received your document for VIDEO NATION II, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

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 a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of 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 (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 298A00007552

RESUBMIT

Please give original
submission date as file date.

RECEIVED
98 MAR -5 PM 4:07
DIVISION OF CORPORATION

561-368-9274 LAW OFFICES

139 P02/02 MAR 02 '98 16:45

ATTN: *Holly Schuttler*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 10 AM 8:53

MINUTES OF SPECIAL MEETING OF
THE STOCKHOLDERS AND DIRECTOR OF
VIDEO NATION, INC.

held at the corporation's offices, on the 2nd day of March,
1998.

PRESENT WERE:

JUDY FISHER

being all of the Stockholders and Directors of the corporation.

1. A motion was made to approve the use of the name, VIDEO
NATION II, INC., by another corporate entity to be located at
5814 South Flamingo Road, Cooper City, FL.

RESOLVED, that VIDEO NATION, INC. allow the Secretary of State
of Florida, Division of Corporations, to allow the use of the name
Video Nation II, Inc. to the incorporator of that corporate entity
who is Judy Fisher.

There being no further business to come before the meeting,
upon motion duly made, seconded and unanimously carried, the same
was adjourned.

DATED THIS 2nd day of March, 1998.

Judy Fisher
JUDY FISHER, PRESIDENT

ARTICLES OF INCORPORATION

OF

VIDEO NATION II, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 10 AM 8:53

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

ARTICLE I
NAME

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

ARTICLE II
PRINCIPAL OFFICE

The mailing address of the initial principal office of this corporation is 5814 South Flamingo Road, Cooper City, Florida 33330. The Board of Directors may, from time to time, change the street and post office address of the principal office of the corporation.

ARTICLE III
PURPOSE

To engage in any business and other activities specifically, video sales and rentals permitted under the laws of the United States and Chapter 607 of the Florida Statutes, as amended from time to time.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock.

The common stock of the corporation shall have the following characteristics:

(a) Par value shall be \$1.00 per share.

(b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.

(c) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

**ARTICLE V
TERM OF EXISTENCE**

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

**ARTICLE VI
INITIAL REGISTERED AGENT AND ADDRESS**

The name of the initial registered agent of this corporation is Holly Davidson Schuttler, Esq. The street address of the initial registered agent of this corporation is c/o Siegel, Lipman, Dunay & Shepard, LLP, 5355 Town Center Road, Suite 801 - The Plaza, Boca Raton, Florida 33486.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time in accordance with the By-Laws but shall never be fewer than one (1). The name and address of the initial directors of this corporation is:

Holly Davidson Schuttler, Esq., Registered Agent
c/o Siegel, Lipman, Dunay & Shepard, LLP
5355 Town Center Road
Suite 801 - The Plaza
Boca Raton, Florida 33486

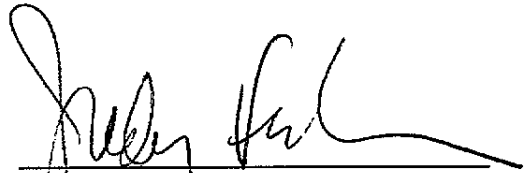
Judy Fisher, President
11215 Lakeview Drive
Coral Springs, Florida 33071

**ARTICLE VIII
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law. The approval of each class of shareholders shall be required for any amendment or repeal.

**ARTICLE IX
INCORPORATOR**

The name and street address of the person signing these Articles is Judy Fisher 11215 Lakeview Drive, Coral Springs, Florida 33071.


Judy Fisher

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this
3rd day of February, 1998, by Judy Fisher, President of Video
Nation, II, Inc.

Cathy M. Kelly
PRINT, TYPE OR STAMP NAME OF NOTARY

(SEAL)



Personally known ✓

or Produced Identification _____

Type of Identification Produced _____

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 10 AM 8:53

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: VIDEO NATION II, INC.
2. The name and address of the registered agent and office is:
Holly Davidson Schuttler, Esq., c/o Siegel, Lipman, Dunay & Shepard, LLP, 5355 Town Center Road, Suite 801 - The Plaza,
Boca Raton, Florida 33486.

Dated: 2/3/98

BY: _____

Judy Fisher
Incorporator

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 PROVISIONS 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.

Dated: 2/3/98

BY: _____

Holly Davidson Schuttler
Registered Agent