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Rocky Video, Inc.
c/o A A Ali, CPA
6239 Edgewater Dr, Ste N3
Orlando, Florida 32810

August 24, 1998

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-08/25/98--01045--005
*****78.75 *****78.75

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, Fl 32399

Re: Rocky Video, Inc.

Gentlemen:

Enclosed please find Articles of Incorporation for Rocky Video, Inc. in the amount of \$78.75.

This represents the cost of the filing fees, Certificate of Status and fee for Registered Agent Designation for the above named corporation.

Very truly yours,

L. J. J. J.

AA/cl
Enclosures

FILED
98 AUG 25 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-27-98
[Signature]

FILED
98 AUG 25 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

Rocky Video, Inc.

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:
Rocky Video, Inc.
4033 W. Oak Ridge Road, Orlando, FL 32809

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 1000 shares of (One) Dollar(s) (\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agents of this Corporation is:

Name Vishna K. Mahadeo
Address 4033 W. Oak Ridge Road
City Orlando, Florida 32809

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have (2) two directors initially. The number of directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one (1). The name and address of the initial director(s) of the corporation are as follows:

Name Vishna K. Mahadeo

Address 13774 Huntwick Drive

City Orlando, FL 32837

Name Sheila Mahadeo

Address 13774 Huntwick Drive

City Orlando, FL 32837

ARTICLE VII - INCORPORATORS

The name and address of the person(s) signing these articles of Incorporation are as follows:

Name Vishna K. Mahadeo

Address 13774 Huntwick Drive

City Orlando, Florida 32837

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 24th day of August, 1998.

 (Seal)

____ (Seal)

____ (Seal)

STATE OF FLORIDA
COUNTY OF ORANGE

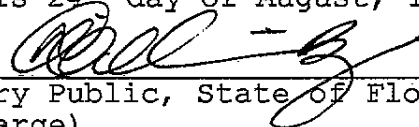
before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

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known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 24TH day of August, 1998.

(Notary Seal)


Notary Public, State of Florida
at Large)

My commission expires:

NOTARY PUBLIC - STATE OF FLORIDA
N. WILLIAMS-BRYAN
COMMISSION # CC750138
EXPIRES 6/10/2002
BONDED THRU ASA 1-888-NOTARY1

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF
Rocky Video, Inc.**

FILED
98 AUG 25 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 4033 W. Oak Ridge Road
Orlando, Florida 32809

has named Vishna K. Mahadeo

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

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


(Registered Agent)