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January 13, 1999

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99 JAN 19 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****78.75 *****78.75

Attn: New Filing Section
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

Re: ALEX VIDEO CLUB & MORE, INC.

Dear Sir/Madam:

Enclosed please find the following items:

1. One (1) Original - Articles of Incorporation for Alex Video Club & More, Inc.

2. One (1) Copy of the above mentioned Articles of Incorporation.

3. Our Client's Check Number 0243, payable to the State of Florida Division Corporation, in the amount of Seventy-Eight Dollars & Seventy-Five Cents ($78.75), representing filing fees.

Please file the enclosed Articles of Incorporation and return a stamped copy of same.

Sincerely,

Kateryne Santana
Legal Assistant

:kat

SD 1-21-99

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ALEX VIDEO CLUB & MORE, INC.

ARTICLE I

The name of this Corporation is: ALEX VIDEO CLUB & MORE, INC.

The principal corporate address of this Corporation is: 1376-80 East 4 Avenue, Hialeah, Florida 33010.

ARTICLE II
NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, including but not limited to renting and selling videos.

ARTICLE III
AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 1,000 shares of Common Stock having a par value of $1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

ARTICLE IV
TERM OF EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be: 10320 S.W. 52 Terrace, Miami, Florida 33165.

The name of the initial registered agent of this Corporation at that address shall be: Adamary Regalado.

ARTICLE VI
BOARD OF DIRECTORS

The powers of the Corporation shall be executed by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have one (1) director(s) initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the By-Laws of the Corporation.

ARTICLE VII
DIRECTORS
NAMES AND STREET ADDRESSES

The names and street addresses of the members of the First Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

NAME	STREET ADDRESS
Adamary Regalado	10320 S.W. 52 Terrace Miami, Fl. 33165

ARTICLE VIII

INCORPORATOR

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

NAME	**STREET ADDRESS**
Adamary Regalado	10320 S.W. 52 Terrace Miami, Fl. 33165

ARTICLE IX
SPECIAL PROVISIONS

The Corporation shall have all corporate powers permitted under the laws of the United States and of the State of Florida. The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting and regulating the power of the Corporation, its stockholders and directors, are adopted as part of these Articles of Incorporation:

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

2. The directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable security conditions upon issuance of new certificates for lost certificates.

3. The original incorporators of the Corporation shall have the right upon its organization to assign and deliver their subscriptions of stock as set forth in Article VIII to any other person, or to firms or corporations who become subscribers to the capital stock of the Corporation. Upon acceptance of such assignment, such assignees shall stand in lieu of the original incorporators and assume and carry out all rights, liabilities and

duties entailed by said subscriptions, subject to the laws of the State of Florida, and to execution of the necessary instruments of assignment.

4. In the absence of fraud, no contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that one or more directors of the Corporation are interested in or are directors or officers of such other corporation. In the absence of fraud, no contract, act or transaction of the corporation with any person, or persons, firms or corporation shall be affected or invalidated by the fact that any director or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation. Each person who becomes a director of the Corporation is relieved from any liability that otherwise might exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he otherwise may be interested in the absence of fraud. Any director of the Corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company.

5. The Corporation shall indemnify any and all of its present and past directors and officers and any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with defense of any action, suit or proceeding in which they or any of them has been made parties or a party by

reason of having been or being directors or officers or a director or officer of the Corporation or of such other corporation, except in relation to matters as to which any such present or past director or officer or person shall be adjudged in such action, suit or proceeding, to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the By-Laws, agreement, vote of stockholders, or otherwise. Such right of indemnification, however, shall not extend to or include indemnification for liabilities arising under the Securities Act of 1933 as amended.

6. By affirmative vote of a majority of the directors then in office and irrespective of any personal interest of any of its members, the Board of Directors shall have authority to establish reasonable compensation of all directors for services to the corporation as directors, officers, and otherwise. In addition to the authority to establish salaries, the authority vested in the Board of Directors by this Paragraph 6 shall include the authority to establish the payment of bonuses, stock options, and pensions and profit sharing plans.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18th day of January, 1999.

ADAMARY REGALADO

STATE OF FLORIDA)
) §§
COUNTY OF MIAMI-DADE)

BEFORE ME personally appeared Adamary Regalado to me well

known to be the person described in and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that she made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 13th day of January, 1999.

NOTARY PUBLIC, State of Florida at Large

My Commission Expires:

Carlos Garcia
MY COMMISSION # CC676413 EXPIRES
September 25, 2001
BONDED THRU TROY FAIN INSURANCE, INC

FILED
99 JAN 19 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, ALEX VIDEO CLUB & MORE, INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 10320 S.W. 52 Terrace, Miami, Florida 33165 has named Adamary Regalado, located thereat as its registered agent to accept service of process within this State.

By: X
ADAMARY REGALADO

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: X
ADAMARY REGALADO

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