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TRANSMITTAL MEMORANDUM

To: Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

Date: April 7, 1999

Re: Box Office Video & Pizza,
Cafe, Inc.

File No. W-49,354

Your No.

FILED
99 APR 12 PM 1:20
TALLAHASSEE, FLORIDA

DOCUMENTS OR PAPERS LISTED BELOW ARE ENCLOSED:

1. Original and one copy of Articles of Incorporation;
2. Check for \$78.75 for filing and certified copy fee;
3. Stamped, self-addressed return envelope.

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-04/12/99--01103--004
*****78.75 *****78.75

PLEASE TAKE THE FOLLOWING ACTION:

Please file the Articles. Certify the copy and return it to my office as soon as possible.

THANK YOU.

STENSTROM, McINTOSH, COLBERT, WHIGHAM & SIMMONS, P.A.
Attorneys at Law
Suite 22, Sun Bank
Post Office Box 4848
Sanford, Florida 32772-4848
Telephone: (407) 322-2171
Orlando Exchange: (407) 834-5119
FAX: (407) 330-2379

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FRANK C. WHIGHAM, ESQUIRE

ARTICLES OF INCORPORATION
OF
BOX OFFICE VIDEO & PIZZA CAFE, INC.

FILED
99 APR 12 PM 1:20
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is **BOX OFFICE VIDEO & PIZZA CAFE, INC.**, located at 1960 Chathamoor Dr., Orlando, Florida, 32835.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing with the filing of these Articles of Incorporation by the Florida Department of State pursuant to the laws of the State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business which corporations may conduct pursuant to the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of common stock at \$1.00 par value, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The street address of the initial registered office of this corporation is 200 W. First Street, Sanford, Florida, 32771, and the name of the initial Registered Agent of this corporation located at that address is FRANK C. WHIGHAM.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one. The name and address of the initial directors of this corporation are:

CHARLES W. SCIASCIA	1960 Chathamoor Dr. Orlando, FL 32835
CHARLES W. SCIASCIA, JR.	1906 Chathamoor Dr. Orlando, FL 32835
STEPHEN SMITH	P.O. Box 621858 Oviedo, FL 32762-1858

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

FRANK C. WHIGHAM	200 W. First Street Sanford, FL 32771
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ARTICLE VIII - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 7 day of April, A.D. 1999.



FRANK C. WHIGHAM

STATE OF FLORIDA)
COUNTY OF SEMINOLE)

FILED
99 APR 12 PM 1:20
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The foregoing instrument was acknowledged before me by FRANK C. WHIGHAM, personally known to me, this 7 day of April, A.D. 1999.



Tracy L. Wilson
Notary Public
Print Name: Tracy L. Wilson

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE.
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED:**

BOX OFFICE VIDEO & PIZZA CAFE, INC.

In pursuance to Chapter §48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That BOX OFFICE VIDEO & PIZZA CAFE, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 1330 Howland Blvd., Deltona, FL 32738 has named FRANK C. WHIGHAM located at 200 W. First Street, Sanford, County of Seminole State of Florida, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

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

FRANK C. WHIGHAM

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