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FILED

99 DEC -9 AM 11:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ACCOUNT NO. : 072100000032

REFERENCE : 487418 4361448

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 70.00

ORDER DATE : November 18, 1999

ORDER TIME : 9:49 AM

ORDER NO. : 487418-005

CUSTOMER NO: 4361448

500003065125-6

CUSTOMER: Manoj R. Andalkar, Esq
MARK ALONSO
MARK ALONSO
275 Madison Avenue
Suite #1518
New York, NY 10016

DOMESTIC FILING

NAME: YOURDVDSHOP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

Pat 12/18/99
RECEIVED
99 DEC -9 AM 10:42
TALLAHASSEE, FLORIDA

NOV-19-1999 14:37

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ARTICLES OF INCORPORATION

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

NOV-30-99 AM 11:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

YOURDVDSHOP, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4300 Horizon North Parkway, Suite 1315, Dallas, TX 75287

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Two Hundred (200) shares without par value.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

George Passariello, 330 Clematis Road, Suite 211, West Palm Beach, FL 33401

ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

Dolores Burton, 80 State Street, 6th Floor, Albany, NY 12207



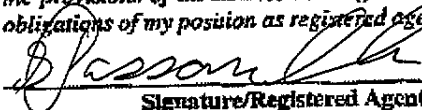
Signature/Incorporator

November 19, 1999

Date

(An additional article must be added if an effective date is requested.)

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.



Signature/Registered Agent

11-29-99

Date