



THE UNITED STATES CORPORATION COMPANY

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 316071 76202A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : July 22, 1999

ORDER TIME : 10:39 AM

ORDER NO. : 316071-005

CUSTOMER NO: 76202A

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CUSTOMER: Mr. Fred Handsman VIDEO USA ENTERTAINMENT, INC. VIDEO USA ENTERTAINMENT, INC. 10 Fifth Street

Valley Stream, NY 11581

DOMESTIC FILING

NAME: VIDEO USA OF HOLIDAY, INC.

EFFECTIVE DATE:

- XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS

PK

7/23/99

RECEIVED DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

VIDEO USA OF HOLIDAY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is VIDEO USA OF HOLIDAY, INC.

SECOND: The street address, wherever located, of the principal office of the corporation is c/o Video USA of Holiday, Inc., 10 Fifth Street, Valley Stream, New York 11581, Attn: Secretary-Ellyn Silverstein.

The mailing address, wherever located, of the corporation is c/o Video USA of Holiday, Inc., 10 Fifth Street, Valley Stream, New York 11581, Attn: Secretary-Ellyn Silverstein.

THIRD: The number of shares that the corporation is authorized to issue is one thousand, all of which are of a par value of one dollar each and are of the same class and are to be Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

NAME

ADDRESS

John S. Hoenigmann

Two World Trade Center
Suite 8746
New York, New York 10048-8798

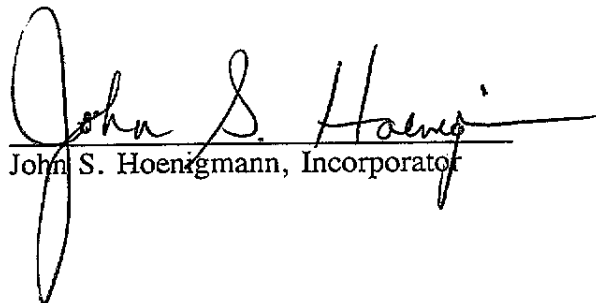
SIXTH: The purposes for which the corporation is organized are to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

SEVENTH: The duration of the corporation shall be perpetual.

EIGHTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

NINTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on July 21, 1999.


John S. Hoenigmann, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

Corporation Service Company

By:



John H. Pelletier, Asst. Vice-president

Date: July 21, 1999

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TALLAHASSEE, FLORIDA

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