

State of Idaho

Department of State

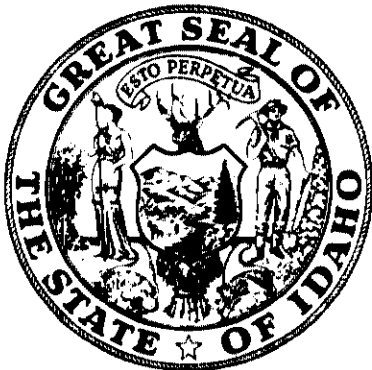
CERTIFICATE OF REGISTRATION OF

~~VIDEO USA ASSOCIATES - 4, LIMITED PARTNERSHIP~~
dba TRI-STATE VIDEO LIMITED PARTNERSHIP

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of ~~VIDEO USA ASSOCIATES - 4, LIMITED PARTNERSHIP~~ for Registration in this State, duly signed and verified pursuant to the provisions of the Idaho Limited Partnership Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Registration to ~~VIDEO USA ASSOCIATES - 4, LIMITED PARTNERSHIP~~ to transact business in this State under the name ~~TRI-STATE VIDEO LIMITED PARTNERSHIP~~ and attach hereto a duplicate original of the Application for Registration.

Dated **October 9, 1986**



Pete T. Cenarrusa

SECRETARY OF STATE

by:

Shirley J. Clark

**APPLICATION FOR REGISTRATION OF
FOREIGN LIMITED PARTNERSHIP**

SEP 10 10 17 AM '86

To the Secretary of State of the State of Idaho:

Pursuant to the provisions of Chapter 2, Title 53, Idaho Code, the undersigned Limited Partnership hereby applies for registration to transact business in your State, and for that purpose submits the following statement:

1. The name of the limited partnership is VIDEO USA ASSOCIATES - 4, LIMITED PARTNERSHIP
2. The name which it shall use in Idaho is RI-STATE VIDEO LIMITED PARTNERSHIP
3. It is organized under the laws of Delaware
4. The date of its formation is April 29, 1986
5. The address of its registered or principal office in the state or country under the laws of which it is organized is Corporation Service Company, 4305 Lancaster Pike, Wilmington, Delaware 19899
6. The name and street address of its proposed registered agent in Idaho are C T CORPORATION SYSTEM, 300 North 6th Street, Boise, Idaho 83701
7. The general character of the business it proposes to transact in Idaho is:
To engage generally in any and all phases of the video rental business.
8. The names and addresses of all general partners as well as the names and addresses of those limited partners whose contribution is equal to a greater than 5% of the total contribution of all partners.

| Name | General or Limited | Address |
|--------------------------|--------------------|----------------------------------------------------------|
| <u>Stephen M. Cantor</u> | <u>General</u> | <u>150 East 58th Street New York, New York 10155</u> |
| <u>Lucy Kelsch</u> | <u>Limited</u> | <u>46-12 159th Street Flushing, New York 11358</u> |
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State of DELAWARE

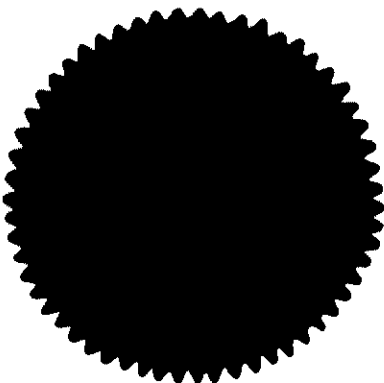
Office of SECRETARY OF STATE

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I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the Certificate of Limited Partnership of the "Video USA
Associates - 4, Limited Partnership", was received and filed in this office the
twenty-ninth day of April, A.D. 1986, at 9 o'clock A.M.

And I do hereby further certify that the aforesaid Limited Partnership is duly
formed under the laws of the State of Delaware and is in good standing and has a legal
existence so far as the records of this office show and is duly authorized to transact
business.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this fourth *day*
of September *in the year of our Lord*
one thousand nine hundred and eighty-six.



Michael Harkins
Michael Harkins, Secretary of State

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SECRETARY OF STATE

CONSENT TO USE OF NAME

_____ TRI-STATE VIDEO, INC. _____, a corporation
organized under the laws of the State of Idaho, hereby consents to
the organization-qualification of ___ TRI-STATE VIDEO LIMITED PARTNERSHIP
in the State of Idaho _____.

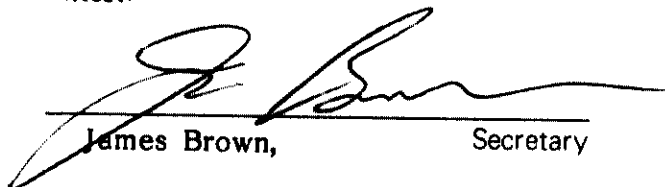
IN WITNESS WHEREOF, the said _____ TRI-STATE VIDEO, INC.

_____ has caused this consent to be executed by its _____ president
and attested under its corporate seal by its _____ secretary, this 14th day of
August 19 86.

TRI-STATE VIDEO, INC.

By  _____
James Brown, President

Attest:



James Brown, Secretary

(SEAL)