

**ARTICLES OF INCORPORATION
FOR**

Aztec1948, Inc.

FIRST: The undersigned

NAME	ADDRESS
Scott D. Ramsey	15704 Mooresville Road Mooresville, NC 28115
William W. Searcy	1384 Morgans Bend Rock Hill, SC 29732
C. Peter Smith	4650 Burning Tree Lane Pelham, AL 35124

being at least eighteen years of age, do hereby form a corporation under the laws of the State of Alabama.

SECOND: The name of the corporation is: Aztec1948, Inc.

THIRD: The purpose(s) for which the corporation is formed are as follows: To operate a video distribution business and the transaction of any and all lawful business for which corporations may be incorporated in the State of Alabama.

FOURTH: The duration of the corporation is: "perpetual".

FIFTH: The street address of the principal office of the corporation in Alabama is 4650 Burning Tree Lane, Pelham, AL 35124

SIXTH: The name of the resident agent of the corporation in Alabama is C. Peter Smith, whose address is 4650 Burning Tree Lane, Pelham, AL 35124.

SEVENTH: The corporation has authority to issue 50,000 shares at \$0.01 par value per share.

EIGHTH: The number of directors of the corporation shall be 3 which number may be increased or decreased pursuant to the bylaws of the corporation, and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders, and the names of the director(s) who shall act until the first meeting or until their successors are duly chosen and qualified are:

NAME	ADDRESS
Scott D. Ramsey	15704 Mooresville Road Mooresville, NC 28115
William W. Searcy	1384 Morgans Bend Rock Hill, SC 29732
C. Peter Smith	4650 Burning Tree Lane Pelham, AL 35124

NINTH: The name and address of each alien affiliate, if any, is: NONE

TENTH: Indemnification of Officers, Directors, Employees and Agents: The corporation shall indemnify any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer, director, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by the laws or statutes of Alabama.

ELEVENTH: Limitation of Liability: To the fullest extent permitted by the laws or statutes of Alabama, as the same exists or may hereafter be amended, a director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or omission of a director of the corporation occurring prior to such repeal, amendment or modification.

IN WITNESS WHEREOF, I have signed these articles and acknowledge the same to be my act on this the 26th day of February, 2003.

SIGNATURE OF INCORPORATOR(S):

Signed: *Scott D. Ramsey*
Printed: SCOTT D. RAMSEY

Signed: *William W. Searcy*
Printed: WILLIAM W. SEARCY

Signed: *C. Peter Smith*
Printed: C. PETER SMITH

I hereby consent to my designation in this document as resident agent for this corporation.

SIGNATURE OF RESIDENT AGENT LISTED IN SIXTH: *C. Peter Smith*

Nancy L. Worley
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Nancy L. Worley, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

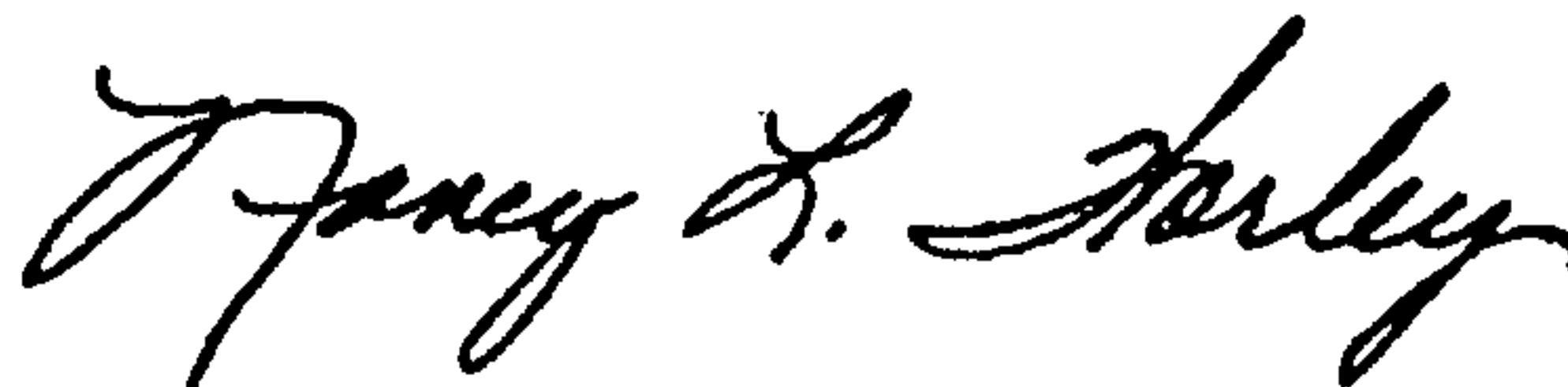
Aztec1948, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of C Peter Smith, 4650 Burningtrees Lane, Pelham, AL 35124 for a period of one hundred twenty days beginning February 25, 2003 and expiring June 26, 2003.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

February 25, 2003

Date



Nancy L. Worley

Secretary of State

