

P95000018900

January 17, 1995

FLORIDA DEPARTMENT OF STATE
Secretary of State
DIVISION OF CORPORATIONS

RE: INCORPORATION

Dear Representative:

Please find enclosed our Articles of Incorporation and a payment in the amount of \$ 122.50 for the required filing fees.

Our corporate office will be located at:

6702 Central Ave
St Petersburg, Florida 33707

Sincerely,

Nicholas J Sorace
President
The Record Exchange
(813) 343-5845

H. SIMS FEB 16 1995

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 16, 1995

NICHOLAS J SORACE
6702 CENTRAL AVE
ST PETERSBURG, FL 33707

SUBJECT: THE RECORD EXCHANGE, INC.
Ref. Number: W95000003588

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FEB 17 1995
ST. PETERSBURG

We have received your document for THE RECORD EXCHANGE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Hope Sims
Corporate Specialist

Letter Number: 195A00007035

ARTICLES OF INCORPORATION
OF
THE RECORD EXCHANGE, INC.

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of this corporation is:

THE RECORD EXCHANGE, Inc

ARTICLE II

The duration of this corporation is perpetual.

ARTICLE III

The purpose for which this corporation is organized are:

- a. To make available for resale any products, service or entertainment provided by but not limited to the music industry
- b. To acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitations, any shares of stocks, bonds, debentures, notes, mortgage, or other instruments representing rights or interests herein or any property or assets created or issued by any person, firm, association or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefore in any lawful manner or to issue in exchange therefore its own securities or to use its unrestricted or unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, and all rights, powers and privileges in respect thereof;
- c. To do each and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for the protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation; and

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- d. To do everything necessary, proper, advisable, or convenient in connection with the foregoing purposes, or otherwise, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida; provided, however, nothing herein contained shall be deemed or construed as authorizing, or permitting, or purporting to authorize or permit the corporation to carry on any business, exercise any power, or do any act which the corporation may not under the laws of the State of Florida, lawfully carry on, exercise or do.
- e. The foregoing clauses shall be construed both as purposes and powers, and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the Laws of the State of Florida; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers; and

ARTICLE IV - STOCK; PREEMPTIVE RIGHTS

The aggregate number of shares which this corporation shall have authority to issue is 500 shares of common voting stock at \$ 1.00 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. To the extent of the par value of such shares, and the excess, if any, of consideration received for such shares, same shall constitute capital surplus.

ARTICLE V - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

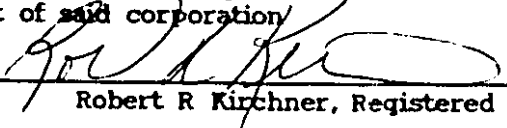
ARTICLE VI - SHAREHOLDER RIGHTS

Shareholders of the Corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services-the acquisition of other corporation's shares or property through

merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares. This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the corporation.

ARTICLE VII - INITIAL OFFICE AND AGENT

The street address of this corporation's initial registered office in Florida is 1824 Old Village Way, Oldsmar, Florida 33707. The Initial registered agent at that address is Robert R Kirchner. I hereby am familiar with and accept the duties and responsibilities as registered agent of said corporation.


Robert R Kirchner, Registered Agent

ARTICLE VIII - DIRECTORS

The number of directors constituting the initial Board of Directors of this corporation is two (2). The name and address of the persons to serve as Directors until the first annual meeting of shareholders, or until their successors are elected and qualify, is:

Nicholas J Sorace	6100 Gulfport Blvd Gulfport, Florida 33707
Catherine P Sorace	6100 Gulfport Blvd Gulfport, Florida 33707

ARTICLE IX COMMON DIRECTORS-TRANSACTION BETWEEN CORPORATORS

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest if: (a) the fact of such relationship of interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interest Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation.

ARTICLE X - ADDRESS OF THE PRINCIPAL PLACE OF BUSINESS

6702 Central Ave
St Petersburg, Florida 33707

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transactions.

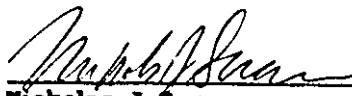
ARTICLE XI - BY-LAWS

The By-Laws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.

ARTICLE XII - INCORPORATOR

NICHOLAS J SORACE 6100 Gulfport Blvd, Gulfport, FL 33707

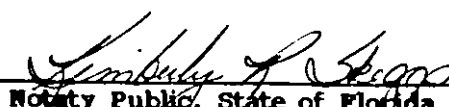
DATED THIS 2nd day of FEBRUARY 19 95


Nicholas J Sorace
Incorporator

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 2nd day of FEBRUARY, 19 95


Notary Public, State of Florida
at Large



KIMBERLY R. SKEGGS
MY COMMISSION # 00384666 EXPIRES
JULY 25 1996
WILLIAMS TOWN INSURANCE CO.

My Commission Expires: