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August 27, 1996

Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

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-03/04/96--01173--009
***122.50 ***122.50

Dear Sir/Madam:

Please find enclosed our Articles of Incorporation for a new company. We have enclosed a check in the amount of \$122.50. We have included the Certified copy fee of \$52.50. Please forward a copy of the certified Articles of Incorporation to the following address.

Mr. Steven E. Hoke
626 Rollingwood Ln
Valrico, FL 33594

If you have any questions, please do not hesitate to contact me at my office at (813)259-1178.

Sincerely,

Kathleen M. Lichtenfels
Kathleen M. Lichtenfels
V. President

FILED
96 SEP -4 MID:41
TALLAHASSEE, FL 32314

9.9.96
JR

ARTICLES OF INCORPORATION
OF
FLORIDA

The undersigned incorporator to these Articles of Incorporation, natural person competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the applicable laws of the state of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

DATAWAVE, Inc.

The principal place of business of this corporation shall be 626 Rollingwood Lane, Valrico, FL 33594

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, The State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The total number of maximum shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be 626 Rollingwood Lane, FL 33594, and the name of the initial registered agent of the corporation at the address is Kathleen M. Lichtenfels.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS AND OFFICERS

This corporation shall have Two Directors initially. The names and street addresses of the initial members of the Board of Directors are:

Steven E. Hoke
Director

626 Rollingwood Ln.
Valrico, FL 33594

Kathleen M. Lichtenfels
Director

626 Rollingwood Ln.
Valrico, FL 33594

The names and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Steven E. Hoke
President/Secretary

626 Rollingwood Ln.
Valrico, FL 33594

Kathleen M. Lichtenfels
Vice President/Treasure

626 Rollingwood Ln.
Valrico, FL 33594

ARTICLE VII. INCORPORATORS

The name and address of the incorporator to these Article of Incorporation is:

Steven E. Hoke
PRESIDENT
626 Rollingwood Ln.
Valrico, FL 33594

Kathleen M. Lichtenfels
V. PRESIDENT
626 Rollingwood Ln.
Valrico, FL 33594

ARTICLE VIII. SPECIAL CHARTER PROVISIONS

Special charter provisions:

(a) In furtherance of and not in limitation of the powers conferred by statute, the board of directors is expressly authorized, provided the by-laws so provide, to designate by resolution a majority of their number to constitute and executive committee which committee to the extent provided in the

resolution or in the by-laws of the corporation shall have and may exercise any or all of the powers of the board of directors in the management of the business, affairs and property of the corporation during the intervals between the meetings of the board of directors so far as may be permitted by law.

(b) No contract, act or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer or officers, director or directors, of the corporation is a party to or are parties to or interested in such contract or act or transaction, or in any way connected with such person or persons, firm or corporation and each and every person who may become a director or an officer of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any wise interested.

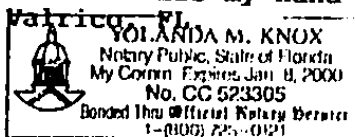
IN WITNESS WHEREOF, I have hereunto subscribed my name on this 26th day of August, 1996.


Steven E. Hoke

State of Florida
County of Hillsborough

BEFORE ME, the undersigned authority, in and for said county and state on this 26th day of August, 1996, personally appeared Steven E. Hoke, to me known to be the same and identical person who executed the foregoing instrument and he acknowledged before me that he executed the same as his free and voluntary act for the use and purposes therein stated.

WITNESS my hand and official seal at 626 Rollingwood Ln.




NOTARY PUBLIC

My commission expires:

I hereby am familiar with and accept the duties and responsibilities as registered agent for DATAWAVE, Inc.


Kathleen M. Lichtenfels