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The Law Office of
Lawrence D. Bache

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Lawrence D. Bache
Of Counsel:
Roy L. Taylor

January 26, 2000

The State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
00 JAN 28 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

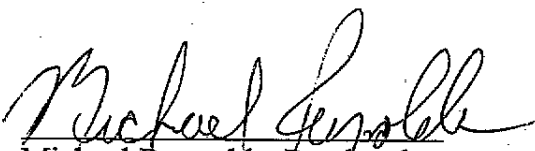
Re: **FORT LAUDERDALE/MIAMI RECORD POOL, INC.**

To whom it may concern:

For filing, enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation along with a check for \$87.50 for the Filing Fee, Certified Copy, and Certificate of Status. Please return a certified copy of the articles to this office.

Thanks for your attention to this matter and feel free to contact this office if you have any questions or need additional information.

Sincerely,


Michael Reynolds, Paralegal

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**ARTICLES OF INCORPORATION
OF
FORT LAUDERDALE/MIAMI RECORD POOL, INC.**

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TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this corporation is **FORT LAUDERDALE/MIAMI RECORD POOL, INC.**

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The Principal place of business and mailing address for Fort Lauderdale/Miami Record Pool, Inc. is: **3450 NE 12th Terrace, Fort Lauderdale, FL 33334.**

**ARTICLE III
DURATION AND COMMENCEMENT OF EXISTENCE**

This corporation shall commence on the date of filing of the Articles of Incorporation.
This corporation shall have perpetual existence.

**ARTICLE IV
PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE V
CAPITAL STOCK**

This corporation is authorized to issue 1000 shares of one dollar (\$1.00) par value common stock.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 9000 West Sheridan Street, Suite 174, Pembroke Pines, Florida 33024, and the name of the initial registered agent of this corporation at that address is Lawrence D. Bache.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have one Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial Director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
LOUIS POSSENTI	3450 NE 12 th Terrace Fort Lauderdale, FL 33334

ARTICLE VIII
PREEMPTIVE RIGHTS

Each shareholder of the Corporation shall have full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
Lawrence D. Bache, Esq	9000 West Sheridan Street, Suite 174 Pembroke Pines, FL 33024

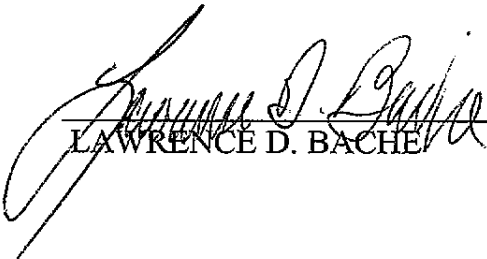
ARTICLE X
INDEMNIFICATION

The corporation shall indemnify any officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XI
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 26th day of January, 2000.



LAWRENCE D. BACHE

STATE OF FLORIDA }
 } ss.
COUNTY OF BROWARD }

The foregoing instrument was acknowledged before me this 26th day of January, 2000 by Lawrence D. Bache. He is personally known to me or has produced
N/A as identification and did not take an oath



Michael D Reynolds
My Commission CC826053
Expires May 8, 2003



NOTARY PUBLIC, STATE OF FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED:

In pursuance of §§ 48.091 and 607.034 (3), Florida Statutes, the following is submitted in compliance with said Sections:

FORT LAUDERDALE/MIAMI RECORD POOL, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Fort Lauderdale, County of Broward, State of Florida, has named **Louis Possenti**, located at 3450 NE 12th Terrace, Fort Lauderdale, FL 33334, County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Sections relative to keeping open said office.

Jan's Present
REGISTERED AGENT

FILED
00 JAN 28 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[illegible]

The foregoing instrument was acknowledged before me this 24th day of January, 2000 by Louis Possenti. He is personally known to me or has produced file D/L P253-527-51-142-8 as identification and did not take an oath.

~~NOTARY PUBLIC, STATE OF FLORIDA~~

My Commission Expires:

My Commission Number is:

