

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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CD markdown, etc.

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*****78.75 *****78.75

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

00 MAR 27 11:23:35

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

03 MAR 27 AM 10:54

Signature

Requested by:

LS

3/24/00

10:21

Name

Date

Time

Walk-In

Will Pick Up

T. SMITH MAR 28 2000

ARTICLES OF INCORPORATION

OF

CDMarkdown, INC.

WE, the undersigned, do hereby incorporate ourselves for the purpose of becoming a corporation for profit under Florida law.

ARTICLE I

The name of this corporation is: CDMarkdown, INC.

ARTICLE II

The corporation will have perpetual existence.

ARTICLE III

This corporation is organized to sell, supply, and/or distribute, via the INTERNET, all types of music products, including but not limited to, compact discs, cassette tapes, vinyl records, and mini-discs; movies, D.V.D. movies, video games, VHS audio-visual products, and all types of MP-3 technologies. The corporation may also provide on-line gaming services and offer bartering and exchange opportunities for any or all of the foregoing items and related products, new and/or used. The corporation may invent, establish, and offer an INTERNET "swap station" for the convenience of those customers who wish to barter and/or exchange any of the aforementioned products via the INTERNET.

The corporation may engage in, and conduct, other related enterprises not prohibited by law. The corporation is also authorized to engage in the research, development, and/or invention of, new and innovative technologies connected with the audio-visual industry and its products.

ARTICLE IV

This corporation shall be managed by the shareholders.

ARTICLE V

The aggregate number of shares which this corporation is authorized to issue is One Million (1,000,000), all of which shall be common shares with a par value of One Dollar (\$1.00) per share.

ARTICLE VI

Each shareholder of any class of stock of this corporation has full preemptive rights to purchase any unissued shares of the corporation at the price at which such shares are offered to others. Each shareholder of any class of stock of this corporation is also entitled to full preemptive rights to purchase any shares held or owned by other shareholders of the corporation.

Each shareholder of any class of stock of this corporation shall also be entitled to full preemptive rights to purchase any corporate securities that carry rights of subscription to, and/or acquisition of, any unissued or treasury stock.

ARTICLE VII

The address of the registered office of this corporation is: 46 North Washington Boulevard, Suite 16-D, Sarasota, Florida 34236. The name of the Registered Agent is: MARK W. LORD, ATTORNEY AT LAW.

ARTICLE VIII

The business office of the corporation is: 212 High Point Drive, Venice, Florida 34292.

ARTICLE IX

This corporation's legal existence shall begin on the first day it becomes legally qualified to conduct business in Florida.

ARTICLE X

The corporation may indemnify any officer, agent, or other representative to the fullest extent permitted by law.

ARTICLE XI

The name and address of each incorporator is:

Brian B. West
212 High Point Drive
Venice, Florida 34292

David A. Baird
5965 Spearman Circle
North Port, Florida 34287

WE HAVE SUBSCRIBED OUR NAMES to these Articles of Incorporation for the purposes expressed herein.



BRIAN B. WEST


DAVID A. BAIRD

CDMarkdown, INC., wanting to organize under Florida law, and designating a registered office as indicated in these Articles of Incorporation, has named MARK W. LORD, ATTORNEY AT LAW, 46 North Washington Boulevard, Suite 16-D, Sarasota, Florida 34236, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity and to comply with Florida law.



MARK W. LORD

RECEIVED
MAR 27 12 13 PM '96
U.S. MAIL