

LAW OFFICES
PAUL B. WOODS
83 BAYBRIDGE PARK, SUITE C
GULF BREEZE, FLORIDA 32561

PAUL B. WOODS, J.D., L.L.M.

TELEPHONE (850) 916-1444
FAX (850) 916-1555

5/31/00

Secretary of State
State of Florida
Corporate Records Bureau
P. O. Box 6327
Tallahassee, FL 32314

Re: Poetcd.com, Inc.

Dear Sirs:

Enclosed please find the following:

1. Original and one (1) copy of Articles of Incorporation.
2. Original and one (1) copy of Certificate Designating Place of Business and Resident Agent for Service of Process.
3. My check in the amount of \$122.50 Dept. of State to cover the filing fee, registered agent fee and copy of stamped Articles of Incorporation.

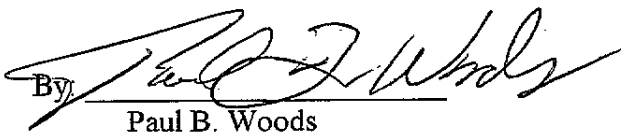
Please process this corporation at you earliest convenience and mail to the undersigned a stamped copy of said Articles of Incorporation.

Enclosed also please find a self-addressed and stamped envelope for your convenience in returning same to me.

Thank you for your attention hereto.

Very truly yours,

LAW OFFICE OF PAUL B. WOODS

By: 
Paul B. Woods

enclosures as stated

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
J. SMITH

**ARTICLES OF INCORPORATION
OF
POETCD.COM, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be **POETCD.COM, INC.**

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation. This corporation intends to be involved in the purchasing, manufacture, production, marketing and sale of poetry CDs, labels and the promotion of poets and poetry over the Internet, among other mediums.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$.10 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 6818 Brisas Way, Pensacola, FL 32526 and the name and address of the initial Registered Agent for the corporation is Paul B. Woods, Esq., 83 Baybridge Park, Suite C, Gulf Breeze, FL 32561.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

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TALLAHASSEE, FLORIDA

This corporation reserves the right to amend or repeal any provision contained in these Articles, and any right conferred upon the stockholders is subject to this reservation.

Ownership of stock shall not be required to make any person eligible to hold office either as an officer or director of this corporation.

Any stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he or she shall make objections at such meeting to any defect or insufficiency of notice.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by her in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of him being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of herself or any firm, association or corporation in which she may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

ARTICLE IX DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation managed under the direction of its Board of Directors, subject to any

limitation set forth in these Articles of Incorporation. This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

S. Thomas Evans, JD: 6818 Brisas Way, Pensacola, FL 32526
Alfred Letson, Jr.: 4634 Attleboro Street, Jacksonville, FL 32205
Dwayne Rayner, MBA: 155 Washington St., Suite 1511, Jersey City, NJ 07302

ARTICLE XI STOCK ISSUANCE

The voting common stock of this corporation shall be initially issued as follows:

Dwayne Rayner: 17%
S. Thomas Evans: 17%
Alfred Letson, Jr.: 7%
Jim Nitterauer, President of Creative Data Concepts: 5%
Paul B. Woods: 4%

ARTICLE X INCORPORATOR

The name and address of the incorporator is: Paul B. Woods, Esq., 83 Baybridge Park, Suite C, Gulf Breeze, FL 32561.

ARTICLE XI OFFICERS

The initial officers of the corporation shall be as follows:

Alfred Letson, Jr.	President and Director of Operations
Dwayne Rayner	CEO/Treasurer
S. Thomas Evans, JD	Vice President

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 31st day of May, 2000.

Incorporator:


Paul B. Woods, Esq.

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was executed and acknowledged before me this 31 day of May, 2000, Paul B. Woods, Esq., who is personally known to me or who produced Florida Driver's License as identification and did/did not take an oath.
W320-682-56-109-0

My Commission Expires:



Laura Lee Morrison

Notary Public, State of Florida

Printed, typed, or stamped name

Laura Lee Morrison

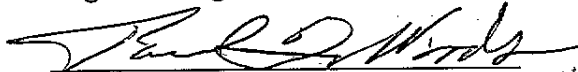
DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida.
POETCD.COM, INC. a corporation organizing under the laws of the State of Florida, with its principal office located at 6818 Brisas Way, Pensacola, FL 32526, has named Paul B. Woods, Esq., whose address is 83 Baybridge Park, Suite C, Gulf Breeze, FL 32561, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:


Paul B. Woods, Esq.

STATE OF FLORIDA
COUNTY OF ESCAMBIA

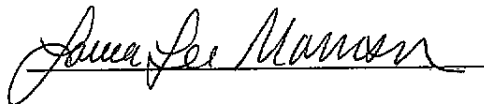
The foregoing instrument was executed and acknowledged before me this 31 day of May, 2000, Paul B. Woods, Esq., who is personally known to me or who produced Florida Driver's License as identification and did/did not take an oath.
W320-682-56-109-0

My Commission Expires:



LAURA LEE MORRISON

Notary Public, State of Florida
Printed, typed, or stamped name



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA