

Law Offices of
SEIDEN, ALDER, ROTHMAN, PETOSA & MATTHEWMAN, P.A.

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West Tower - Suite 340
Boca Raton, Florida 33431

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June 28, 2000

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

Re: CourtCD, Inc.

Dear Sir:

Enclosed are:

1. Original and one copy of the Articles of Incorporation for CourtCD, Inc.
2. Our firm check in the amount of \$70 to cover the filing fee.

Thank you for your attention to this matter.

Sincerely yours,

Maryanne K. Brockley

Maryanne K. Brockley
Bookkeeper

FILED
JUN 30 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

7-5
WC

ARTICLES OF INCORPORATION

OF

CourtCD, Inc.

FILED
00 JUN 30 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 this corporation shall be:

CourtCD, Inc.

The principal place of business of this corporation shall be 2300 Glades Road, West Tower, Suite 340, Boca Raton, FL 33431.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in 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, county, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 2300 Glades Road, West Tower, Suite 340, Boca Raton, Florida 33431, and the name of the initial registered agent of the corporation at that address is Joel B. Rothman.

ARTICLE V - TERM OF EXISTENCE

The corporation shall exist in perpetuity, commencing June 28, 2000.

ARTICLE VI - DIRECTORS

This corporation shall initially have five Directors. The maximum number of Directors of the corporation is seven (7). The names and addresses of the initial Directors are:

Andrew Seiden
Wayne M. Alder
Joel B. Rothman
Frank M. Petosa
William D. Matthewman

2300 Glades Road
West Tower - Suite 340
Boca Raton, FL 33431

ARTICLE VII - OFFICERS

The names and addresses off 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:

Joel B. Rothman	President
2300 Glades Road, Suite 340W	
Boca Raton, FL 33431	

Wayne M. Alder	Secretary/Treasurer
2300 Glades Road, Suite 340W	
Boca Raton, FL 33431	

Andrew Seiden	
Frank M. Petosa	Vice Presidents
William D. Matthewman	
2300 Glades Road, Suite 340W	
Boca Raton, FL 33431	

ARTICLE VIII - INCORPORATOR

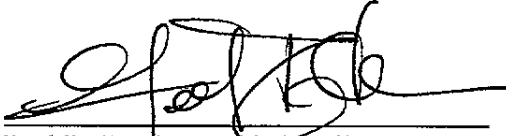
The name and street address of the incorporator to these Articles of Incorporation is:

JOEL B. ROTHMAN
2300 Glades Road
Suite 340W
Boca Raton, Florida 33431

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended by a majority interest of the shareholders of the corporation at a meeting duly called for such purpose.

IN WITNESS WHEREOF, the undersigned subscriber has executed
these Articles of Incorporation this 27 day of June, 2000.


Joel B. Rothman, Subscriber

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me by Joel B.
Rothman, who is personally known to me or who has produced a driver's license as
identification and who did take an oath, this 27th day of June, 2000.


Notary Public, State of Florida



Theresa Rey
MY COMMISSION # CC792917 EXPIRES
December 26, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE DESIGNATING REGISTERED
OFFICE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

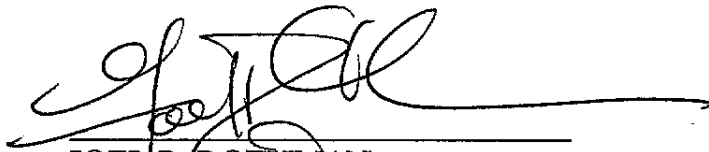
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TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, and Chapter 607.034, Florida Statutes, the following is submitted in compliance with said Act:

That CourtCD, Inc. desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at the City of Boca Raton, Florida, hereby appoints JOEL B. ROTHMAN, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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


JOEL B. ROTHMAN
Registered Agent

DATED: 6/27/2000