

FILED
00 AUG 16 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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Enclosed please find the original and one copy of the articles of incorporation for CD EXCHANGE, Inc. and a check payable to the Secretary of State for \$70.00 to cover the filing fee.

Sincerely,

Name LARRY PAULL

Title PRESIDENT

FROM: (PLEASE PRINT) _____ PHONE () _____

D. BROWN AUG 2 2 2000

ARTICLES OF INCORPORATION

of

CD EXCHANGE, INC.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - CORPORATE NAME

The name of the corporation shall be:

CD EXCHANGE, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

CD EXCHANGE, INC.
2902 N. STATE RD 7
LAUDERDALE LAKES, FL 33313

ARTICLE III - DURATION

This corporation shall exist perpetually unless dissolved by Florida Law.

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE V - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Hundred (100) Shares of One Dollar (\$1.00)
Par Value Common Stock.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial Registered Agent of this Corporation is:

LARRY PAULL
2902 N. STATE RD 7
LAUDERDALE LAKES, FL 33313

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is as follows:

LARRY PAULL
2902 N. STATE RD 7
LAUDERDALE LAKES, FL 33313

ARTICLE IX -- OFFICERS AND DIRECTORS

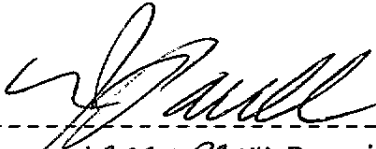
The names, addresses, and titles of the corporate officers is as follows:

LARRY PAULL, PRESIDENT
2902 N. STATE RD 7
LAUDERDALE LAKES, FL 33313

The names, addresses, and titles of the corporate directors
is as follows:

LARRY PAULL, DIRECTOR
2902 N. STATE RD 7
LAUDERDALE LAKES, FL 33313

The undersigned has executed these Articles of Incorporation
this 15 th day of AUGUST, 2000.



LARRY PAULL, President And Director

CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is CD EXCHANGE, INC.
2. The name and address of the registered agent and office is:

LARRY PAULL
2902 N. STATE RD 9
LAUDERDALE LAKES, FL 33313

SIGNATURE



TITLE:

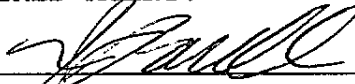
PRESIDENT

DATE:

8-15-00

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



DATE:

8-15-00