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LAW OFFICES
MANNERS & MANNERS
328 MINORCA AVENUE, SECOND FLOOR
CORAL GABLES, FLORIDA 33134-4304
TELEPHONE (305) 569-9980
FAX (305) 569-9791

FILED
00 SEP 28 AM 8: 31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JOSEPH P. MANNERS
OF COUNSEL

JEFFREY P. MANNERS, P.A.
* ALSO ADMITTED IN TEXAS

September 21, 2000

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

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-09/29/00--01020--002
*****78.75 *****78.75

Re: Filing of Articles of Incorporation

Dear Kind Person:

We enclose for filing in your office the duly executed Articles of Incorporation of Dillinger's Records, Inc., along with our firm check in the amount of \$122.50^{78.75} for the filing fee.

Please return a file stamp copy to myself at your earliest convenience.

We thank you in advance for your assistance.

Sincerely,

Jeffrey P. Manners

JPM/cg
Encs

W23468
9/29/00

ARTICLES OF INCORPORATION

OF

DILLINGER'S RECORDS, INC.

FILED

00 SEP 28 AM 8:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

The name of the corporation is "Dillinger's Records, Inc."

ARTICLE II

The physical location and mailing address of the principal office of the corporation is 1175 N.E. Miami Gardens Drive, Suite 303E, North Miami Beach, FL 33179.

ARTICLE III

The officer of the corporation is Charles J. Arnaud who serves as President and Vice-President.

ARTICLE IV

The corporation is authorized to issue and have outstanding at any one time 100 shares of common stock.

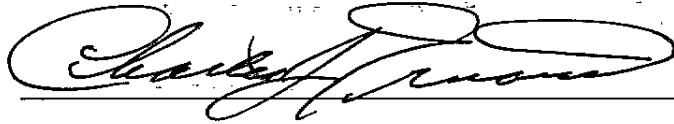
ARTICLE V

The registered agent is Charles J. Arnaud. The address of the registered agent is 1175 N.E. Miami Gardens Drive, Suite 303E, North Miami Beach, FL 33179.

ARTICLE VI

The name of the incorporator is Charles J. Arnaud, whose address is 1175 N.E. Miami Gardens Drive, Suite 303E, North Miami Beach, FL 33179.

The undersigned incorporator has executed these Articles of Incorporation on this ^{21st}~~20th~~ day of September, 2000.



Charles J. Arnaud, Incorporator

CERTIFICATE OF DESIGNATION

OF

REGISTERED AGENT AND OFFICE

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 name and office of the registered agent in the state of Florida.

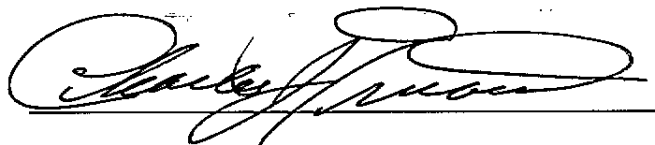
1. The name of the corporation is Dillinger's Records, Inc.
2. The name and physical office location/address of the registered agent is Charles J. Arnaud, 1175 N.E. Miami Gardens Drive, Suite 303E, North Miami Beach, FL 33179.



Charles J. Arnaud, Registered Agent

Dated: 9/21/00

HAVING BEEN NAMED AS REGISTERED AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Charles J. Arnaud, Registered Agent

Dated: 9/21/00

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CLERK OF STATE
TALLAHASSEE, FLORIDA