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FLORIDA PROFIT CORPORATION OR P.A.

CD PLACES, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
CD Places, 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 CD Places, Inc.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and this State.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of Common Stock with a par value of \$1.00 per share.

All aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the incorporator or by the Directors at the meeting called for such purpose.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than One Hundred Dollars (\$100).

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

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ARTICLE VI - INITIAL STREET ADDRESS

The initial street and mailing address of the principal office of this corporation is:

CD Places, Inc.
8120 Cleary Boulevard, #1216
Ft. Lauderdale, Florida 33324

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII - DIRECTORS

This corporation shall have five (5) Directors initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the Bylaws. Directors need not be stockholders.

In order to induce officers or directors of the corporation to serve or continue to serve as such, the corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability; provided that no person shall be indemnified against, or be reimbursed for any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for gross negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or

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reimburse such person in any proper case even though not specifically herein provided for. No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; and director individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereon to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VIII - INITIAL DIRECTORS

The name and address of the members of the first Board of Directors is:

JAMES DUFFY
9622 Ridgeside Court
Ft. Lauderdale, Florida 33328

KRISTINA DUFFY
9622 Ridgeside Court
Ft. Lauderdale, Florida 33328

MARC JELASO
1000 Coral Ridge Drive
Apartment #203
Coral Springs, Florida 33071

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JAMES HARRELL
6625 Brookline Court
Cumming, Georgia 30040

SUSAN VALLEN
3594 South Ocean Blvd., #204
Highland Beach, Florida 33487

ARTICLE IX - SUBSCRIBERS

The name and post office address of the subscriber of these Articles of Incorporation is:

LEE MANDELL, ESQ.
c/o LEE MANDELL, P.A.
800 Brickell Avenue
Suite 904
Miami, Florida 33131

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the stockholders.

ARTICLE XI - CALLING OF SPECIAL MEETING

Special meetings of stockholders may be called by 80% of the stockholders.

ARTICLE XII - STOCKHOLDER QUORUM AND VOTING

All (100%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the stockholders.

If a quorum is present, the affirmative vote of 80% shall be the act of the stockholders.

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors,

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proposed by them to the stockholders and approved at a Stockholder's Meeting by 80% of the stock entitled to vote thereon.

**ARTICLE XIV - DATE OF COMMENCEMENT
OF CORPORATE EXISTENCE**

The date of commencement of corporate existence of this corporation shall be upon filing hereof in the Office of the Secretary of State.

IN WITNESS WHEREOF, the Subscriber of these Articles of Incorporation has hereunto set his hand and seal this 15th day of February, 2001.


LEE MANDELL


STATE OF FLORIDA

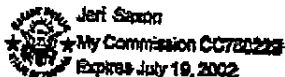
COUNTY OF MIAMI - DADE

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared LEE MANDELL, to me known to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 15th day of February, 2001.

My Commission Expires:


Notary Public, State of Florida
at Large



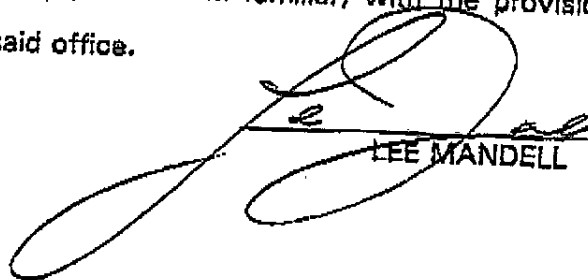
C E R T I F I C A T E**DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

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

First - that CD Places, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, State of Florida, has named Lee Mandell, Esq., of LEE MANDELL, P.A., 800 Brickell Avenue, Suite 904, Miami, County of Miami-Dade, State of Florida, as its agent to accept service of process within this state.

A C K N O W L E D G M E N T

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



LEE MANDELL

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