

**Electronic Articles of Incorporation
For**

**P01000069950
FILED
July 15, 2001
Sec. Of State**

AUDIO CARTUNES, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

AUDIO CARTUNES, INC.

Article II

The principal place of business address:

119 PRESTIGE DRIVE
ROYAL PALM BEACH, FL. 33411

The mailing address of the corporation is:

119 PRESTIGE DRIVE
ROYAL PALM BEACH, FL. 33411

Article III

The purpose for which this corporation is organized is:

TO PROVIDE DISCOUNTED AUDIO MERCHANDISE TO E-COMMERCE
CONSUMERS.

Article IV

The number of shares the corporation is authorized to issue is:

100

Article V

The name and Florida street address of the registered agent is:

JEFFREY A RYERSON
119 PRESTIGE DRIVE
ROYAL PALM BEACH, FL. 33411

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: JEFFREY A. RYERSON

Article VI

The name and address of the incorporator is:

JEFFREY RYERSON
119 PRESTIGE DRIVE
ROYAL PALM BEACH, FL 33411

Incorporator Signature: JEFFREY A. RYERSON

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
JEFFREY A RYERSON
119 PRESTIGE DRIVE
ROYAL PALM BEACH, FL. 33411

Title: V
BRIAN H HOGE
119 PRESTIGE DRIVE
ROYAL PALM BEACH, FL. 33411

Title: T
ALINA F HOGE
119 PRESTIGE DRIVE
ROYAL PALM BEACH, FL. 33411

Title: S
STACEY A RYERSON
119 PRESTIGE DRIVE
ROYAL PALM BEACH, FL. 33411