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(Requestor's Name)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

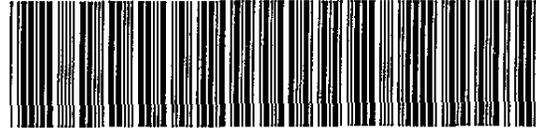
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 FEB -4 PM 3:08

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TRANSMITTAL LETTER

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

SUBJECT: THE CD SHOPPE, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: R. SPRINGER JONES
Name (Printed or typed)

100 RIALTO PL SUITE 706
Address

MELBOURNE FL 32901
City, State & Zip

321-409-2748
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

THE NAME OF THE CORPORATION SHALL BE:

THE CD SHOPPE, INC.

ARTICLE II PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS/MAILING ADDRESS IS:

100 RIALTO PLACE
SUITE 706
MELBOURNE, FLORIDA 32901

ARTICLE III PURPOSE

THE PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED IS:

ANY AND ALL LAWFUL ACTIVITY

ARTICLE IV SHARES

THE NUMBER OF SHARES OF STOCK IS:

7500 SHARES WITH \$1 PAR VALUE

ARTICLE V INITIAL OFFICERS/DIRECTORS

DIRECTOR R. SPRINGER JONES
 100 RIALTO PLACE
 SUITE 706
 MELBOURNE, FLORIDA 32901

PRESIDENT R. SPRINGER JONES
 100 RIALTO PLACE
 SUITE 706
 MELBOURNE, FLORIDA 32901

SECRETARY R. SPRINGER JONES
 100 RIALTO PLACE
 SUITE 706
 MELBOURNE, FLORIDA 32901

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TALLAHASSEE, FLORIDA

TREASURER R. SPRINGER JONES
100 RIALTO PLACE
SUITE 706
MELBOURNE, FLORIDA 32901

ARTICLE VI REGISTERED AGENT

THE **NAME AND FLORIDA STREET ADDRESS** OF THE REGISTERED AGENT IS:

R. SPRINGER JONES
100 RIALTO PLACE
SUITE 706
MELBOURNE, FLORIDA 32901

ARTICLE VII INCORPORATOR

THE **NAME AND ADDRESS** OF THE INCORPORATOR IS:

R. SPRINGER JONES
100 RIALTO PLACE
SUITE 706
MELBOURNE, FLORIDA 32901

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I AM FAMILIAR WITH AND ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.



SIGNATURE/REGISTERED AGENT

FEB. 2 2004
DATE



SIGNATURE/INCORPORATOR

FEB. 2 2004
DATE