

**Electronic Articles of Incorporation
For**

P06000021098
FILED
February 10, 2006
Sec. Of State
Ipoole

SECONDHAND RECORDS, 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:

SECONDHAND RECORDS, INC.

Article II

The principal place of business address:

2665 SW 37TH AVENUE
#712
MIAMI, FL. 33143

The mailing address of the corporation is:

11929 E. COLONIAL DRIVE
#166
ORLANDO, FL. 32826

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

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

7500

Article V

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

JARED MENDELEWICZ
11929 E. COLONIAL DRIVE
#166
ORLANDO, FL. 32826

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

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Registered Agent Signature: JARED MENDELEWICZ

Article VI

The name and address of the incorporator is:

PAUL F. SMYTH
SM7TH & HAUCK, P.A.
712 U.S. HIGHWAY ONE, SUITE 210
NORTH PALM BEACH, FL 33408

Incorporator Signature: PAUL F. SMYTH

Article VII

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

Title: P
MEITAL GERI
11929 E. COLONIAL DRIVE, #166
ORLANDO, FL. 32826

Article VIII

The effective date for this corporation shall be:

02/10/2006