

**Electronic Articles of Incorporation
For**

P07000125798
FILED
November 21, 2007
Sec. Of State
jshivers

TALKING BOOKS DISTRIBUTORS, 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:

TALKING BOOKS DISTRIBUTORS, INC.

Article II

The principal place of business address:

6299 W. SUNRISE BOULEVARD
101
SUNRISE, FL. US 33313

The mailing address of the corporation is:

6299 W. SUNRISE BOULEVARD
101
SUNRISE, FL. US 33313

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:

1000

Article V

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

JAMES B LYON ESQ
3300 UNIVERSITY DRIVE
802
CORAL SPRINGS, FL. 33065

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

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Registered Agent Signature: JAMES B. LYON

Article VI

The name and address of the incorporator is:

MEHRDAD FALLAH MOGHADDAM
6299 W. SUNRISE BOULEVARD
101
SUNRISE, FLORIDA 33313

Incorporator Signature: MEHRDAD FALLAH MOGHADDAM

Article VII

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

Title: P/D
MEHRDAD MOGHADDAM
6299 W. SUNRISE BOULEVARD, SUITE 101
SUNRISE, FL. 33313

Title: ST/D
MANSOUR DEGHANI
7210 BAMBOO STREET
MIAMI LAKES, FL. 33014