

**95000026149**

THOMAS J. SCHWARTZ  
7120 Mauna Loa Boulevard  
Sarasota, Florida 34241

FILED  
SECRETARY OF STATE  
MAR 30 1995  
TALLAHASSEE, FLORIDA

March 20, 1995

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

900001444129  
-03/30/95--01082--006  
\*\*\*122.50 \*\*\*122.50

Re: COMPLETE CD, INC.

Gentlemen:

Enclosed herewith for filing are an original and one copy of the Articles of Incorporation for the above corporation, together with my check in the amount of \$122.50 to cover the following:

- |                                     |                 |
|-------------------------------------|-----------------|
| 1. Filing Fee:                      | \$ 35.00        |
| 2. Certified Copy<br>of Articles:   | 52.50           |
| 3. Registered Agent<br>Designation: | <u>35.00</u>    |
| <b>TOTAL:</b>                       | <b>\$122.50</b> |

Please file the original Articles and forward a certified copy of the Articles to:

Thomas J. Schwartz  
7120 Mauna Loa Boulevard  
Sarasota, Florida 34241

Very truly yours,

*Thomas J. Schwartz*  
Thomas J. Schwartz

*SDC*

ARTICLES OF INCORPORATION  
OF  
COMPLETE CD, INC.

FILED  
SECRETARY OF STATE  
TAMPA, FLORIDA  
95 MAR 30 PM 3:40

ARTICLE I.

NAME. The name of the corporation is COMPLETE CD, INC.

ARTICLE II.

PRINCIPAL OFFICE. The principal place of business and mailing address of this corporation shall be: 7120 Mauna Loa Boulevard, Sarasota, Florida 34241.

ARTICLE III.

DURATION. The corporation shall exist perpetually.

ARTICLE IV.

PURPOSE. The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, including, but not limited to, the business of selling computer hardware and software, as well as compact discs, for profit in accordance with the applicable laws and statutes of the State of Florida.

ARTICLE V.

CAPITAL STOCK. The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 7,000 shares, having a par value of \$1.00 per share, all

of which shall be common shares; said common shares have unlimited voting rights and are entitled to receive the net assets of the corporation upon dissolution.

ARTICLE VI.

INITIAL REGISTERED AND AGENT AND ADDRESS. The name and address of the initial registered agent is: Thomas J. Schwartz, 7120 Mauna Loa Boulevard, Sarasota, Florida 34241.

ARTICLE VII.

INCORPORATOR. The name and street address of the person signing these Articles as incorporator is: Thomas J. Schwartz, 7120 Mauna Loa Boulevard, Sarasota, Florida 34241.

ARTICLE VIII.

BOARD OF DIRECTORS. The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial director of the Corporation is:

Thomas J. Schwartz, 7120 Mauna Loa  
Boulevard, Sarasota, Florida 34241

ARTICLE IX.

OFFICERS. The officers of the corporation shall be a president, a secretary, a treasurer, and such other officers and agents as may be deemed necessary and proper provided for in the By-Laws of the Corporation. All officers and agents as may be deemed necessary shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the By-Laws of the Corporation or determined by the Board of Directors. Any person may hold two or more offices.

ARTICLE X.

AMENDMENT. The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation. The Board of Directors shall have the power to adopt, alter, or repeal the By-Laws.

ARTICLE XI.

CORPORATE EXISTENCE. This Corporation shall commence its existence upon the filing of these Articles with the Secretary of State.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Sarasota, Florida, this 27<sup>th</sup> day of March, 1995.

Thomas J. Schwartz  
THOMAS J. SCHWARTZ

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of March, 1995, by THOMAS J. SCHWARTZ, who is personally known to me, or who has produced N/A as identification.

TERRI L. NICKEL  
NOTARY PUBLIC:  
TERRI L. NICKEL

My Commission Expires:



TERRI L. NICKEL  
My Commission CC308036  
Expires Aug. 17, 1998  
Bonded by-NAJ  
800-422-1885

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is COMPLETE CD, INC.
2. The name and address of the registered agent and office is Thomas J. Schwartz, 7120 Mauna Loa Boulevard, Sarasota, Florida 34241

Thomas J. Schwartz  
(Corporate Officer)

Title: President

Date: 3-27-95

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in the certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Thomas J. Schwartz  
THOMAS J. SCHWARTZ

3-27-95  
Date

FILED  
SECRETARY OF STATE  
05 MAR 30 AM 3:40