

P95000031407

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8070
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

In via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RECEIVED
 APR 21 1995
 12:00 PM
 TALLAHASSEE, FL
 32301

AB 4/21/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <i>JW</i>	_____	_____	_____

WALK-IN Will Pick Up *4/21* _____

RE: Sunshine Media Marketing, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		

800001462198
 -04/21/95--01041--031
 ****122.50 ****122.50

SUBTOTALS

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION

OF

SUNSHINE MEDIA REMARKETING, INC.
a Florida corporation

FILED

95 APR 21 PM 1:11

CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

The undersigned Incorporator(s) of a Florida corporation under the Florida General Corporation Act, Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

Name

The name of the corporation is SUNSHINE MEDIA REMARKETING, INC.

ARTICLE TWO

Corporate Duration

The corporation shall have perpetual existence.

ARTICLE THREE

Purpose or Purposes

The general purposes for which the corporation is organized are:

1. To buy and sell new and used compact disks, both wholesale and retail, or act as a general dealer or the acquiring and reselling of compact disks, and to do any and all other business and contracting incidental thereto or connected therewith, and the doing and performing of any and all acts or things necessary, proper, or convenient for or incidental to the furtherance or the carrying out of the powers or purposes herein mentioned.
2. To purchase, receive by way of gift, subscribe for, invest in, and in all other ways acquire import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise, use, enjoy, exercise, operate, manage, conduct,

perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal, or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper, and other obligations and evidences of interest in or indebtedness of any person, firm, or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas, and water rights, all or any part of any going business and its incidents, franchises, subsidiaries, charters, concessions, grants, rights, powers, or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

3. To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor, or otherwise, either alone or in company with others.

4. To promote or aid in any manner, financially or otherwise, any person, firm, association, or corporation, and to guarantee contracts and other obligations.

5. To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform, and carry out, contracts and arrangements of every kind and character with any person, firm, association, or corporation, or any government or authority or subdivision or agency thereof.

6. To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation, and to do all things specified in Sections 607.001 to 607.414 of the Florida Statutes, and to have and to exercise all powers conferred by the laws of the State of Florida on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporation, and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except there otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of the general powers.

ARTICLE FOUR

Articles of Incorporation of
SUNSHINE MEDIA REMARKETING, INC.

Capitalization

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be common and shall have no par value.

ARTICLE FIVE

Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 914 E. Palmetto Avenue, Melbourne, Florida. The name and address of the initial Registered Agent at that address is William J. Neale, 914 E. Palmetto Avenue, Melbourne, FL 32901.

ARTICLE SIX

Initial Board of Directors

The number of directors constituting the initial board of directors of the corporation is two. The name and address of each person who is to serve as a member of the initial board of directors is:

<u>Name</u>	<u>Address</u>
Donald Louis Ruffolo	5224 N.W. 85 Terrace Coral Springs, FL 33067
Selma Marie Ruffolo	5224 N.W. 85 Terrace Coral Springs, FL 33067

ARTICLE SEVEN

Incorporators

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Donald Louis Ruffolo	5224 N.W. 85 Terrace

Selma Marie Ruffolo

Coral Springs, FL 33067

5224 N.W. 85 Terrace
Coral Springs, FL 33067

ARTICLE EIGHT

Special Provisions

In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorize:

1. To make, amend, and alter the By-Laws of this corporation.
2. To fix the amount to be reserved as working capital over and above its capital shares paid in.
3. From time to time to determine whether and to what extent and at what times and places and under what conditions and regulations the accounts of the corporation, other than the share book or any of them, shall be open to inspection of the shareholders and no shareholder shall have any right of inspection of any account book or document of this corporation except as conferred by statute unless authorized by resolution of the shareholders or directors.
4. Pursuant to the affirmative vote of shareholders of record holding shares in the corporation entitling them to exercise at least a majority of the voting power given at a shareholders' meeting duly called for that purpose, or when authorized by the written consent of shareholders of record entitling them to exercise at least a majority of the voting power, the Board of Directors shall have the power and authority at any meeting to sell, lease, or exchange all of the property and assets of the corporation, including its corporate franchises, or any property or assets essential to the business of the corporation, upon such terms and conditions as its Board of Directors deems expedient for the best interest of the corporation.

5. The corporation may, in its By-Laws, confer powers upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conferred by statute upon it.

6. No contracts or other transactions between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in or a director or officer of such corporation, and any director or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation, or in which the corporation is interested, and no contract, act, or transaction, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act, or transaction, in or any way connected with such person or persons, firm or corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association, or corporation in which he may be in anywise interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation.

7. Both shareholders and directors shall have power, if the By-Laws so provide, to hold their meetings within or without the State of Florida.

8. This corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the same manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein granted are subject to this reservation.

9. The Board of Directors or the shareholders of this corporation may, by the adoption of appropriate By-Laws for this corporation not in contravention with the Statutes of the State of Florida under which this corporation is organized,

authorize whatever reasonable transfer restrictions on the transfer of the capital shares of this corporation as they shall deem appropriate.

Executed by the undersigned at Melbourne, Florida on April ¹⁹~~13~~, 1995.

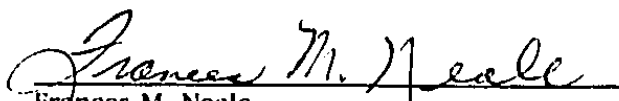

Donald Louis Ruffolo, Incorporator


Selma Marie Ruffolo, Incorporator

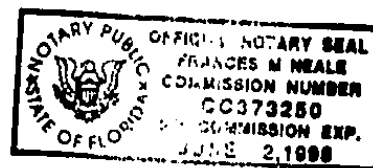
STATE OF FLORIDA

COUNTY OF BREVARD

The foregoing instrument was acknowledged before me on April 19, 1995, by the foregoing Incorporators, who are personally known to me or who produced the following identification:


Frances M. Neale
Notary Public, State of Florida

My comm. expires:



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this

capacity and agree to comply with the provisions of said act relative to keeping open
said office.

William J. Neale
William J. Neale, Registered Agent

FILED
SE APR 21 PM 1:31
CLERK OF STATE
TALLAHASSEE FLORIDA