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June 29, 1995

Secretary of State
State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

AIRBORNE EXPRESS

ATTENTION: DIVISION OF CORPORATIONS

600001528296
-06/30/95--01048--010
***122.50 ***122.50

Re: Planet CD's, Inc.

Dear Sir:

Enclosed herewith please find an original and one(1) copy of Articles of Incorporation for Planet CD's, Inc., along with our check of \$122.50, which represents:

- | | |
|---------------------|--------------|
| 1. Filing fees | 35.00 |
| 2. Certified copy | 52.50 |
| 3. Registered Agent | <u>35.00</u> |

\$122.50

Please return a certified copy to this office by express mail. An Airborne Express envelope and prepaid, self-addressed return label are enclosed.

Thank you.

Sincerely,

Barbara Steiner

BARBARA STEINER
Legal Assistant

BS:hl
encl.

FILED
95 JUN 30 PM 3:57
TALLAHASSEE, FLORIDA

SN
7/6/95

ARTICLES OF INCORPORATION
OF

PLANET CD'S, INC.

ARTICLE I - NAME

The name of this corporation is PLANET CD'S, INC., whose principal office or mailing address is 579 Calibre Crest Parkway, #201, Altamonte Springs, Florida 32714.

ARTICLE II - DURATION

As provided in Florida Statutes, Chapter 607, this corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States and of this state.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of Common Stock at \$1.00 par value.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 550 Calibre Crest Parkway, #103, Altamonte Springs, Florida 32714, and the name of the initial registered

agent of this corporation at that address in Thomas F. Cheng.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two(2) directors initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one(1). The name and address of the initial director of this corporation is:

Thomas F. Cheng
550 Calibre Crest Parkway, #103
Altamonte Springs, Florida 32714

Alex Lira
579 Calibre Crest Parkway, #201
Altamonte Springs, Florida 32714

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these articles is:

Thomas F. Cheng
550 Calibre Crest Parkway, #103
Altamonte Springs, Florida 32714

Alex Lira
579 Calibre Crest Parkway, #201
Altamonte Springs, Florida 32714

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - AMENDMENT


This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI - INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorney's fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such, except for willful misconduct or gross negligence.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 27th day of June, 1995.

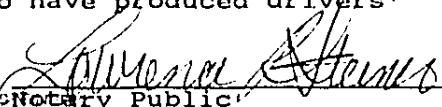

THOMAS F. CHENG, Subscriber


ALEX LIRA, Subscriber


STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 27th day of June, 1995, by THOMAS F. CHENG and ALEX LIRA, who are personally known to me or who have produced drivers' licenses as identification.




Lawrence B. [Signature] Notary Public
My Commission Expires Apr. 11, 1997
Bonded By AND My commission expires:

Having been named registered agent to accept service of process for the above-stated corporation, at the place designated in the articles, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Statutes in all matters relative thereto.


THOMAS F. CHENG, Registered Agent