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Edward Darragh, P.A.
ATTORNEY

5551 NORTH FEDERAL HIGHWAY
SUITE #405

FILED FORT LAUDERDALE, FLORIDA 33308-1236

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(305) 491-8101

TALLAHASSEE, FLORIDA

August 2, 1995

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*****70.00 *****70.00

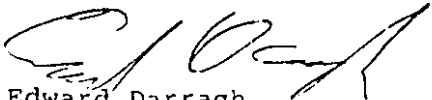
Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

Dear Sirs:

I am enclosing an original and duplicate copy of the Articles of Incorporation of CD ROM PLAYBACK, INC. together with a check in the amount of \$70.00 (\$35.00 for filing fee plus \$35.00 for Registered Agent fee).

Trusting that the enclosed material is in order and that I will have the usual prompt cooperation of your office, I remain,

Sincerely,


Edward Darragh

ED/cd

cc. Client

8-8-95

ARTICLES OF INCORPORATION
OF
CD ROM PLAYBACK, INC.

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SEC. OF STATE
TALLAHASSEE, FLORIDA

We the undersigned, hereby associate ourselves together for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation is CD ROM PLAYBACK, INC.

ARTICLE II

The purpose of the corporation is to engage in the transaction of any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

This corporation shall have perpetual existence.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock, each share having the par value of one dollar (\$1.00).

ARTICLE V

The name and post office address of the initial registered agent for service of process within this state shall be: TIMOTHY C. DORIOT, 6047 Kimberly Boulevard, Suite T, North Lauderdale, Florida, 33068.

ARTICLE VI

The amount of capital with which the corporation will begin business will not be less than Five Hundred Dollars (\$500.00).

ARTICLE VII

The initial street address of the principal place of business of the corporation will be: 6047 Kimberly Boulevard, Suite T, North Lauderdale, Florida, 33068, and it may have such other places of business in the State of Florida as the nature and progress of the business from time to time shall render necessary or desirable. Said corporation shall also have the power to conduct its business outside the State of Florida and/or in any and all the several states and territories and districts of the United States, and in any and all foreign countries, and may have one or more offices in any of said places of business.

ARTICLE VIII

The business of the corporation shall be conducted by a Board of Directors, which shall consist of one or more members, as the same may be provided by the By-Laws of the corporation, and by the following officers, to wit: a President and such other officers as the Board of Directors may elect.

ARTICLE IX

The corporation shall have one director initially who, subject to the provisions of these Articles of Incorporation, the By-Laws and the Acts of Legislature, shall hold office for the first year of the

corporation's existence, or until his successor is elected and shall have qualified, and whose name and address is as follows:

<u>NAME</u>	<u>ADDRESS</u>
TIMOTHY C. DORIOT	6047 Kimberly Boulevard, Suite T North Lauderdale, FL 33068

ARTICLE X

The name and street address of the subscriber to the Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
TIMOTHY C. DORIOT	6047 Kimberly Boulevard, Suite T North Lauderdale, FL 33068

ARTICLE XI

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or to adopt new By-Laws shall be vested in the Board of Directors. The By-Laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the laws of the State of Florida or these Articles of Incorporation.

Any contract or other transaction between the corporation and any one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding

the presence of the director or directors at the meeting of the Board of Directors of the corporation that acts upon, or in reference to, the contract or transaction, and notwithstanding his or her participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors, shall, nevertheless, authorize or ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification.

The corporation shall indemnify each director and officer of the corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved by reason of his being or having been an officer or director of the corporation (whether or not he continues to be an officer or director of the corporation at the time of incurring such expenses), such expenses to include the cost of reasonable settlements (other than amounts paid to the corporation itself) made with the view to curtailment of cost of litigation, except that no sums shall be paid in connection with any such settlement unless the corporation is advised by independent counsel that the officer or director so indemnified was not derelict in the performance of his duty as such director or officer. The corporation shall not, however, indemnify such director or officer with respect to matters as to which he shall be finally adjudged in any such action, suit or proceeding to have been derelict in the performance of his duty as such director or officer, nor in respect of any matter on any settlement or

compromise is effected, if the total expense, including the cost of such settlement, shall substantially exceed the expense which might be reasonably incurred by such director or officer in conducting such litigation to a final conclusion and in no event shall anything herein contained be so construed as to protect or authorize the corporation to indemnify any such director or officer against any liability to the corporation or to its security holders to which he would otherwise be subject by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned subscriber has executed the foregoing Articles of Incorporation this 2nd day of August, 1995.


TIMOTHY C. DORIOT
SUBSCRIBER

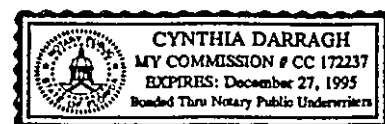
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME personally appeared TIMOTHY C. DORIOT, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the county and state named above this 2nd day of August, 1995.


Notary Public
My Commission Expires:

Personally known _____ or type of
I.D. produced FLA. D.L.



STATE OF FLORIDA

Certificate Designating an Office, Place of
Business or Domicile for the Service of Process within this
State and Naming Registered Agent Upon Whom Process May Be Served

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In pursuance of Section 48.091, Florida Statutes, the under-
signed hereby certifies:

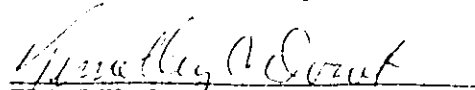
That CD ROM PLAYBACK, INC., a corporation duly organized under
the laws of the State of Florida, with its principal place of business
at the City of North Lauderdale, County of Broward, State of Florida,
has designated and established 6047 Kimberly Boulevard, Suite T, North
Lauderdale, Florida, 33068, as the office, place of business, or domi-
cile for the service of process with this State, and names as its
Registered Agent thereat upon whom process may be served, TIMOTHY C.
DORIOT, over the age of eighteen (18) and a resident of the State of
Florida.

IN WITNESS WHEREOF the undersigned corporation has caused this
certificate to be signed in its corporate name by its duly authorized
officer.


TIMOTHY C. DORIOT, SUBSCRIBER

The undersigned, having been designated as Registered Agent for
the service of process within the State of Florida upon the above
named corporation, at the place designated in the foregoing cer-
tificate, does hereby accept the appointment as Registered Agent and
does hereby acknowledge that he is familiar with and accepts the obli-
gations of this position.

IN WITNESS WHEREOF I set my hand this 2nd day of August, 1995.


TIMOTHY C. DORIOT,
REGISTERED AGENT