

P960000016703

Kim Brassard
1181 Aviary Road
West Palm Beach, FL 33414

FILED
95 DEC 26 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 20, 1995

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

600001670996
-12/26/95--01072--019
****122.50 ****122.50

EFFECTIVE DATE

1-10-96

Re: CD Rom Exchange

Dear Sir:

Enclosed are an original and copy of Articles of Incorporation for the aboved named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$35.00
Certified copy	\$52.50
Registered agent fee	\$35.00

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank You.

Sincerely Yours,

Kim Brassard

KBrassard

w96-154
PH 1/23/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 3, 1996

KIM BRASSARD
1181 AVIARY RD
WEST PALM BEACH, FL 33414

SUBJECT: CD ROM EXCHANGE
Ref. Number: W96000000154

We have received your document for CD ROM EXCHANGE and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 496A00000258

ARTICLES OF INCORPORATION

FILED

95 DEC 26 AM 10:06

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE ONE

EFFECTIVE DATE

1-10-96

The name of the corporation is CD Rom Exchange Incorporated.

ARTICLE TWO

The duration of the corporation is perpetual. The date and time of commencement of corporate existence is January 10, 1996.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To engage in the business of buying, selling, and trading computer game CD's for people who desire to purchase game CD's for their computers for the benefit of their pleasure.
2. To transact any other lawful business for which a corporation may be formed and allowed to do under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is 10,000. Such shares shall be of a single class, and shall have a par value of \$.10 per share.

ARTICLE FIVE

The street address of the initial registered office and the principal office of corporation is 1181 Aviary Road, West Palm Beach, Florida 33414, and the name of its initial registered agent at such address is Kim Brassard. Her signature as an incorporator accepts the designation as registered agent.

ARTICLE SIX

The number of directors constitution 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:

Ken Kellow President	OF	6861 S.W. 17th Street Pompano Beach, Fl 33068
Kim Brassard Vice President	OF	1181 Aviary Road West Palm Beach, Fl 33414

ARTICLE SEVEN

The name and address of each incorporator is:

Ken Kellow	OF	6861 S.W. 17th Street Pompano Beach, Fl 33068
Kim Brassard	OF	1181 Aviary Road West Palm Beach, Fl 33414

ARTICLE EIGHT

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

1. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, whether or not of unissued shares authorized by the articles of

Incorporation as originally filed or by any amendment thereof or out of shares or the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property or leases thereof; or

2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock or the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE NINE

The affirmative vote of all of the shares of the corporation represented at a meeting at which a quorum is present shall be required to amend these Articles so as to increase or decrease the authorized number of, or change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the various classes of shares; or to merge or consolidate the corporation with or into any other corporation, or sell, lease, or convey all or substantially all of the assets of the corporation, or voluntarily to dissolve, liquidate or wind up its affairs.

ARTICLE TEN

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



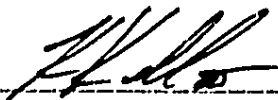
Registered Agent

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ARTICLE ELEVEN

95 DEC 26 AM 10:07

The effective date of the corporate existence shall be on ~~JANUARY 10~~ JANUARY 11, 1996. Executed by the undersigned at Palm Beach County, Florida on January 11, 1996.


Ken Kellow, Incorporator


Kim Brassard, Registered Agent
and Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 11th day of January 1996, By Kim BRASSARD who is personally known to me & did not take an oath, and by Ken Kellow who is personally known to me and did not take an oath -

My Commissions expires: _____

Notary Public


C.J. ROBERTS



OFFICIAL SEAL
C.J. ROBERTS
MY COMMISSION EXPIRES
MAY 13, 1996
COMMISSION #CC201063