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July 29, 1996

Division of Corporations, New Corporations
POB 6327
Tallahassee, Florida 32314

Dear Sir:

Enclosed are the Articles of Incorporation for
Dulac Foncard Cantor, Inc. and our check for \$122.50 for
filing fees and a certified copy of the articles and a
certificate of incorporation.

Please return the documents to:

Benjamin H. Moore
1400 West Fairbanks Avenue, Ste 201
Winter Park, FL 32789

Thank you for your attention to this matter.

Sincerely,



Ben H. Moore

PS: Please use the enclosed Federal Express bill of lading
to return the documents to us via overnight express.
Thank you!

FILED
95 JUL 30 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUL 31 1996

BSB

ARTICLES OF INCORPORATION
OF

FILED
96 JUL 30 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Duluc Fonocard Center, Inc.

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Duluc Fonocard Center, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

5715 Bent Pine Drive, Ste 208
Orlando, FL 32822

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 shares at \$1.00 Par Value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Rafael A. Duluc
5715 Bent Pine Drive, Ste 208
Orlando, FL 32822

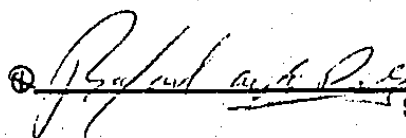
ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the Incorporator(s) to these Articles of Incorporation is(are):

Rafael A. Duluc
5715 Bent Pine Drive, Ste 208
Orlando, FL 32822

The undersigned Incorporator(s) has(have) executed these Articles of Incorporation this

_____ 29th day of _____ July _____, 19 _____ 96.

①  _____
Signature

Signature

Signature

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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: Duluc Fohecard Center, Inc.

2. The name and address of the registered agent and office is:

Rafael A. Duluc

(Name)

5715 Bent Pine Drive, Ste 208

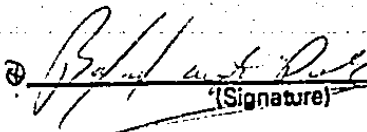
(P.O. Box not acceptable)

Orlando, FL 32822

(City/State/Zip)

FILED
JUL 30 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this 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.


(Signature)