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SOUTH 206 PLAZA 300 EAST  
300 WEST STREET NORTH  
SE PETERSBURG, FL 33713  
TELEPHONE (813) 327-6494  
FAX (813) 327-9008

EDMUND G. ASHCRAFT  
ATTORNEY AT LAW

FILED

96 OCT -4 PM 2:50

12457 MONARCH CIRCLE N.  
SEMINOLE, FLORIDA 34642  
TELEPHONE (813) 393-8988  
REPLY TO SE PETERSBURG

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

October 2, 1996

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

600001965356  
-10/04/96--01072--004  
\*\*\*\*122.50 \*\*\*\*122.50

Re: CD PLUS ENTERPRISES, INC.

Gentlemen:

Enclosed please find the duly executed original and one copy of Articles of Incorporation for CD PLUS ENTERPRISES, INC., together with check in the amount of \$122.50 for your filing fee.

Please return a certified copy of the Articles to my ST. PETERSBURG address.

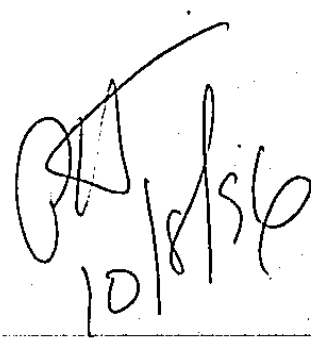
Thank you for your attention to this matter.

Very truly yours,

  
Ega Ashcraft

Enclosures  
EGA/sq

cc: Mr. Steinhoff



**FILED**

ARTICLES OF INCORPORATION  
OF  
CD PLUS ENTERPRISES, INC.

96 OCT -4 PM 2:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is CD PLUS ENTERPRISES, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of \$1.00 par value common stock.

ARTICLE V - PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

The principal office of this corporation shall be 16135- 4th St. E., Redington Beach, FL 33708, and the name and address of the initial registered agent of this corporation is Edelgard G. Ashcraft, Esq., 300-31st St. N., Suite 206, St. Petersburg, FL 33713.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of 2 members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than 1. The name and address of the directors constituting the initial Board of Directors is:

Ronald M. Steinhoff, 16135-4thSt. E., Redington Beach, FL 33708;  
Christopher P. Martin, 16135-4thSt. E., Redington Beach, FL 33708.

ARTICLE VII - INCORPORATOR

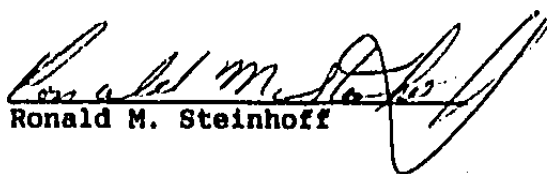
The name and address of the person signing these Articles is:

Ronald M. Steinhoff, 16135-4thSt. E., Redington Beach, FL 33708;

ARTICLE VIII - INDEMNIFICATION

This corporation may indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2nd day of October, 1996.

  
Ronald M. Steinhoff

STATE OF FLORIDA     )  
COUNTY OF PINELLAS    )

The foregoing instrument was acknowledged before me this 2nd day of October, 1996.



EDELGARD G. ASHCRAFT  
MY COMMISSION # CC320871 EXPIRES  
October 6, 1998  
BONDED TO AND THEY HAVE INSURANCE, INC.

  
Notary Public  
Edelgard G. Ashcraft

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the foregoing appointment as registered agent of CD PLUS ENTERPRISES, INC., and states that she is familiar with, and accepts, the obligations provided for in Section 607.0505, Florida Statutes.

  
Edelgard G. Ashcraft  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA