

P960000 83884

SECRETARY OF STATE
THE CAPITAL
TALLAHASSEE, FLORIDA 32201

Dear Sirs:

Enclosed are Articles of Incorporation for **Disc Cafe, Inc.**
together with a check for the following:

CAPITAL STOCK TAX:	\$	30.00
RESIDENT FILING FEE:		10.00
ARTICLES OF INCORPORATION FILING FEE:		67.50
CERTIFIED COPY OF ARTICLES OF INCORPORATION:		15.00

TOTAL: \$ 122.50

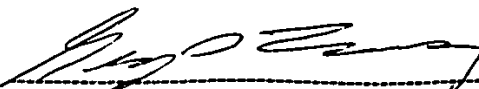
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

300001974639--6
-10/15/96--01169--010
****122.50 ****122.50

Please mail the Certified Copy of Articles of Incorporation to:

George Lawson
2330 Palm Ridge Rd Suite#6
Sanibel, FL. 33957

Very truly yours,



George Lawson

Mon 10/96 - 20950
15/10



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 3, 1996

GEORGE LAWSON
2330 PALM RIDGE RD
SUITE 6
SANIBEL, FL 33957

SUBJECT: DISC CAFE, INC.
Ref. Number: W96000020952

We have received your document for DISC CAFE, INC.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 796A00045325

ARTICLES OF INCORPORATION

The undersigned, for the purpose of organizing a Corporation, pursuant to the laws of the State of Florida, do hereby adopt the Articles of Incorporation.

ARTICLE I

The name of this Corporation shall be: Disc Cafe, Inc.

ARTICLE II

The nature of business of the Corporation, and the object and purposes to be transacted, promoted, or carried on by it, are as follows to wit:

a.

Music, Compact Disc, Tapes & Coffee Cafe

b.

To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes or the attainment of any of the objects, or the furtherance of anything herein before set forth, either alone or in association of other Corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or pertinent to or growing out of or connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws under which this Corporation is organized.

c.

Among the powers that this Corporation is authorized to exercise is to the same extent that natural persons might or could do, to purchase or otherwise acquire and to hold, own, maintain, work, develop, sell, lease, exchange hire, convey, mortgage, or otherwise dispose of and deal in lands, leaseholds, and any personal or mixed property, and any franchised, rights, licenses, or privileges, necessary, convenient, or appropriate for any of the proposed herein expressed.

d.

The business or purpose of the Corporation is from time to time, to do any one or more of the acts and things herein above set forth, and it shall have power to conduct and carry on its business or any part thereof, and to have one or more offices, and to exercise all or any of its Corporation powers and rights, in the whole State of Florida, and in various other States, Territories, Colonies, and Dependencies of the United States and the District of Columbia, and in all or any Foreign Countries.

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TALLAHASSEE FLORIDA

ARTICLE III

This Corporation shall have perpetual existence.

ARTICLE IV

The total authorized capital stock of the Corporation is as follows:
1,000 Shares of Common Stock, which shall have a par value of: \$1.00 Per Share.

ARTICLE V

The amount of capital which this Corporation shall begin business, shall be at least \$1,000.00 (One Thousand Dollars).

ARTICLE VI

The post office address and the principal office of the Corporation shall be as follows:

2330 Palm Ridge Rd Suite #6
Sanibel, FL 33957

ARTICLE VII

The management of this Corporation shall be vested in a Board of Directors of not less than two and no more than five Directors, as may be fixed by the by-laws. The Directors shall be elected at the annual meeting of the Stockholders to be held at the general office of the Corporation located at: 2330 Palm Ridge Rd Suite#6, Sanibel, FL 33957 at 10:00 A.M. on the second Thursday, of October, each year. Until such election the Directors of said Corporation shall be as follows:

George D. Lawson - President/Treasurer
Margaret A. Lawson - Vice President/Secretary

ARTICLE VIII

The names and addresses of the persons forming this Corporation, and who will serve as its Board of Directors and other Officers are as follows:

President/Treasurer - George D. Lawson 841 Xavier Ave. Ft. Myers, FL 33919
Vice President/Secretary - Margaret A. Lawson 841 Xavier Ave. Ft. Myers, FL 33919

It is further provided that these Officers above named, who, unless otherwise provided by these Articles of Incorporation or the by-laws, shall hold office for the first year of the existence of this Corporation, or until their successors are elected or appointed and have qualified.

ARTICLE IX

The meeting of the Board of Directors shall be held immediately following the annual meeting of the Stockholders, and at the same place. The Executive Officers of this Corporation shall be: President, Vice-President, Secretary, and Treasurer. The office of any two may be held by the same person, except that of President and Secretary. Such Executive Officers shall be elected by the Board of Directors at each annual meeting held as aforesaid. The board of Directors shall have the power to fill any vacancy in the board of Directors, or any other office.

ARTICLE X

The first meeting of the Incorporators, and Directors, for the purpose of organizing and adopting by-laws and electing Executive Officers, shall be held at: 2330 Palm Ridge Rd. Suite #6 Sanibel, FL 33957 at 11:00 A.M. on September 9, 1996 or as soon on the said day thereafter as the meeting can be held.

ARTICLE XI

The names and Post Office addresses of each subscriber of these Articles of Incorporation, and a statement of the number of shares each one shall own are as follows:

<u>President/Treasurer:</u>	<u>George D. Lawson</u>	<u>800 SHARES</u>
	<u>841 Xavier Ave.</u>	
	<u>Ft. Myers, FL 33919</u>	
 <u>Vice-President/Secretary</u>	 <u>Margaret A. Lawson</u>	 <u>200 SHARES</u>
	<u>841 Xavier Ave.</u>	
	<u>Ft. Myers, FL 33919</u>	

ARTICLE XII

CERTIFICATE OF RESIDENT AGENT:

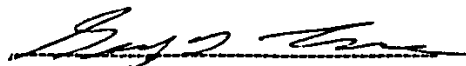
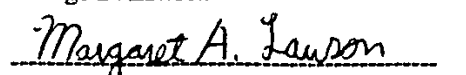
Disc Cafe, Inc., desiring to organize under the laws of the State of Florida, with its principal office at: 2330 Palm Ridge Rd. Suite #6 Sanibel FL 33957 has named George D. Lawson, as its principal agent to accept services of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept services of process for the above named Corporation, at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provisions of Chapter 48.92 Florida Statutes relative to keeping open said office.



George D. Lawson

IN WITNESS WHEREOF, I have hereunto set my hands and seals on this the 27th day of September 1996 A.D.


George D. Lawson

Margaret A. Lawson

STATE OF FLORIDA
COUNTY OF LEE

Be it remembered that on the 27th day of September 1996 A.D., personally ~~the undersigned~~ ^{George D. Lawson} officers authorized to administer oaths and take acknowledgements, ~~Samuel Johnson and Leona Johnson~~ ^{George D. Lawson}, to me well known and known to me to be the individuals described in and who signed and executed the foregoing Articles of Incorporation, and they acknowledged and declared that they did make, subscribe, and acknowledge the foregoing Articles of Incorporation, and by one's voluntary acts and deeds, and the things set forth are true and correct.


Notary Public

My commission Expires:
Oct. 24, 1996



RICHARD A. COLLMAN
MY COMMISSION # CC483487 EXPIRES
October 24, 1999
BONDED THRU TROY FARM INSURANCE, INC.

STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate designating place of business or Domicile for the service of process within this State, naming agent upon whom process may be served and names and addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

Disc Cafe, Inc.

A Corporation organized (or organizing) under the laws of the State of Florida, with its principal office at:

2330 Palm Ridge Rd. Suite #6, in the city of: Sanibel, County of: Lee, State of: Florida, as its agent to accept service of process within this State.

OFFICERS	TITLE	SPECIFIC ADDRESS
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<u>George D. Lawson</u>	<u>(P/T/)</u>	<u>841 Xavier Street</u> <u>Ft. Myers, FL 33919</u>
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<u>Margaret A. Lawson</u>	<u>(VP/S)</u>	<u>841 Xavier Street</u> <u>Ft. Myers, FL 33919</u>
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DIRECTORS

<u>George D. Lawson</u>	<u>841 Xavier Street</u> <u>Ft. Myers, FL 33919</u>
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<u>Margaret A. Lawson</u>	<u>841 Xavier Street</u> <u>Ft. Myers, FL 33919</u>
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ACCEPTANCE:

I agree as Resident Agent to accept service of process; to keep office open during prescribed hours; to post my name (and any other Officers of said Corporation authorized to accept service of process at the above designated address) in some conspicuous place in the Office as required by law.


Resident Agent: George D. Lawson

Filing Fee: \$ 10.00

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CLERK OF STATE
TALLAHASSEE, FLORIDA