

P96000103350

THOMAS WANDERON & ASSOCIATES

• TAX ACCOUNTING, INC. •

December 11, 1996

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

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-12/13/96--01053--011
****122.50 ****122.50

Gentleman:

Enclosed please find the Articles of Incorporation for C D Enterprises, Inc., along with a check in the amount of \$122.50 to cover the various fees and taxes.

Please return any pertinent information to this office.

Very Truly Yours,



Thomas Wanderon

~~502.~~
~~1096~~ ~~20314~~

Dmc
12/26/96

FILED
96 DEC 24 AM 8:58
SEC. OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 16, 1996

THOMAS WANDERON & ASSOCIATES
9915 TAMiami TRAIL NORTH #2
NAPLES, FL 33963

SUBJECT: C D ENTERPRISES, INC.
Ref. Number: W96000026374

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

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 896A00056034

ARTICLES OF INCORPORATION
OF
C D ENTERPRISES, INC. OF FT. LAUDERDALE

FILED
95 DEC 24 AM 8:58
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation, under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: C D ENTERPRISES, INC. OF FT. LAUDERDALE and its principal office and mailing address is: 685 FOX CREEK COURT, FT. LAUDERDALE, FLORIDA 33327.

ARTICLE II - NATURE

The nature of the business to be transacted by this corporation is: WHOLESALE DISTRIBUTOR OF MUSIC PRODUCTS,

To erect dwellings, apartment houses and other buildings, private or public, of all kinds, and to sell or rent the same. To lay out, grade, pave and dedicate roads, streets, avenues, highways, alleys, courts, paths, walks, parks, cemeteries and playgrounds. To buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved; and any right or interest therein.

To manufacture, purchase, or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking business, safe deposit trust, insurance, surety, express, railroad, canals, telegraph or telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, execute mortgages, and transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock. To purchase its own capital stock from earned surplus.

To engage and deal with the directors of this corporation or its officers in contracts or otherwise, and in the absence of fraud, no director or officer of this corporation shall be disqualified from an arms length transaction with this corporation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: FIVE HUNDRED (-500-) having a \$1.00 Par value. The consideration to be paid for each share shall be in money, property or services as determined by the Board of Directors.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than Five Hundred Dollars (\$500.)

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - ADDRESS

The street address of the initial registered office of this corporation shall be: 685 FOX CREEK COURT, FT. LAUDERDALE, FLORIDA 33327, and the name of its initial registered agent at such address is: JIM M. BRUSH. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VII - DIRECTORS

This corporation shall have ONE director initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by its stockholders, but shall never be less than one.

ARTICLE VIII - INITIAL DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
LOUISE BRUSH	685 FOX CREEK COURT FT. LAUDERDALE, FL. 33327

ARTICLE IX - SUBSCRIBERS

<u>NAME AND ADDRESS</u>	<u>CONSIDERATION</u>	<u>NO. OF SHARES</u>
LOUISE BRUSH 685 FOX CREEK COURT FT. LAUDERDALE, FL. 33327	\$250.00	250
JIM M. BRUSH 685 FOX CREEK COURT FT. LAUDERDALE, FL. 33327	\$250.00	250

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

x Louise Brush SEAL
x J. M. Brush SEAL

State of Florida
County of Broward

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared: LOUISE BRUSH AND JIM M. BRUSH to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS MY hand and seal this 5th day of December, 1996.

My commission expires:

[Signature]
Notary Public - State of Florida

at Large



THOMAS WANDERON
MY COMMISSION # CC392405 EXPIRES
July 28, 1998
BONDED THROUGH TROY FARM INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED:

FILED
DEC 24 11 8:58
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

FIRST THAT C D ENTERPRISES, INC. of Ft. Lauderdale
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE
OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF
FT. LAUDERDALE _____, STATE OF FLORIDA, HAS NAMED
JIM M. BRUSH _____, LOCATED AT
685 FOX CREEK COURT _____, CITY OF FT. LAUDERDALE ____,
STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.

SIGNED: x *Loraine Brush*

TITLE: PRESIDENT _____

DATE: x 12/5/96

Having been named to accept service of process for the
above stated corporation, at the place designated in this
certificate, I hereby agree to act in this capacity, and I
further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties.

SIGNED: x *J. M. Brush*

DATED: x 12/5/96