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SECRETARY OF STATE TALLAHASSEE, FLORIDA

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

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UBJECT:	· · · · · · · · · · · · · · · · · · ·	edia, lac. orate name - must include suff	īx)
aclosed is an original an \$70.00 Filing Fee	d one(1) copy of the artic \$78.75 Filing Fee & Certificate	les of incorporation and a culture of the second se	\$131.25 Filing Fee, Certified Copy & Certificate
FROM:	Marjorie Name (Prin 5946 Wir	ADDITIONAL CO L. Cribb led or typed) dhover Dr., Suriress	
ie aibb		FC 32819 ate & Zip 545 - 4998 cphone number	- 127

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

FILED

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In compliance with the requirements of Florida Statutes, the undersigned TAIL incorporator, has executed, adopted and caused to be delivered for filing these Articles, of ORIDA Incorporation for the purpose of forming a corporation for profit under the Florida Business Corporation Act, and, therefore, hereby certify:

ARTICLE I

NAME OF INCORPORATION

The name of the Corporation shall be CD MEDIA, INC.

ARTICLE II

PRINCIPLE OFFICE OF THE CORPORATION

The principle place of business and mailing address of this corporation is located at 5946 Windhover Drive, Suite G, Orlando, Florida 32819

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 390 N. Orange Avenue, Suite #1840, Orlando, Florida 32801, and the name of the initial registered agent at that address is Marjorie L. Cribb. The registered office and the registered agent may be changed from time to time by the Corporation as provided by law.

ARTICLE IV

NUMBER OF SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred shares (100 shares).

ARTICLE V

INCORPORATOR

The names and street address of the incorporator to these Articles of Incorporation is as follows:

Marjorie L. Cribb 390 N. Orange Avenue Suite 1840 Orlando, Florida 32801

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Association, has executed these Articles of Incorporation this \(\frac{18^{1/2}}{2} \) day of March, 1997.

By: Marjorie L. Cribb

"Incorporator"

STATE OF FLORIDA

COUNTY	OF	DRANGE	

I HEREBY CERTIFY that before the undersigned authority, personally appeared Marjorie L. Cribb, who is personally known to me or who has produced as identification and who did (did not) take an oath, and who executed the foregoing Articles of Incorporation, and he acknowledged the execution of such instrument fot he used and purposes therein expressed.

WITNESS my hand and official seal at Orlando in the County of Orange, State of Florida, this 150 day of March, 1997.

Print Name:

Date:

My Commission expires:

BEVERLY J. HIGGS
My Comm Exp. 12/02/99
Bonded By Service Ins
No. CC510839

REGISTERED AGENT CERTIFICATE

Profit Corporation Act, together with the In pursuance of the Florida provisions of the Florida Statutes applicable thereunder, the following is submitted, in compliance with said statute:

That CD MEDIA, INC., desiring to organize as a Florida **Profit** corporation under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, at 390 North Orange Avenue, Suite 1840, Orlando, Florida 32801, names Marjorie L. Cribb as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for corporation, at the place designated in this Certificate, the the above-stated undersigned here-by agrees to act in this capacity, and agrees to comply with the provisions of said statutes relative to said office, and further states it is familiar with, and accepts, the obligations of said statutes applicable to registered agents of Florida profit corporations.

Registered Agent:

By: Marjorie L. Cribb

Dated: March 18, 1997