

From the Office of
Stephen C. Muffler, P.A.

Stephen C. Muffler, Esquire*
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April 29, 1997

Department of State
Division of Corporations
New Filings Section
P.O. Box 6327
Tallahassee, Florida 32314

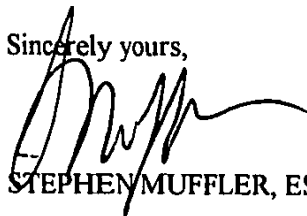
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Re: *Incorporation of New Business*

Dear Administrator:

Enclosed please find a check and documents to incorporate BROWARD C.D. SOURCE INC a for profit corporation. Please call immediately if there is any problems with these documents or the incorporation of this entity. Please advise this office by letter and/or fax the date of incorporation filing and the assigned document number as soon as possible. Thank you for your assistance in this matter.

Sincerely yours,


STEPHEN MUFFLER, ESQUIRE

Encl.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 30 PM 12:42

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE I - NAME

The name of this corporation is BROWARD C D. SOURCE INC.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:

7524 SW 8th Street
North Lauderdale, Florida 33068

ARTICLE III - PURPOSE

This corporation is organized for the purpose of sale/resale of CD ROM products and/or other types of media products and/or services to the general public or wholesale.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 7524 SW 8th Street, North Lauderdale, Florida 33068 and the name of the initial registered agent of this corporation at that address is Mr. Wayne M. Shim.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall initially have one (1) director to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws of the corporation. The name and address of the initial director is:

Mr. Wayne M. Shim
7524 SW 8th Street
North Lauderdale, Florida 33068

ARTICLE VII - INCORPORATOR

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

Stephen C. Muffler, Esquire
Stephen C. Muffler, P.A.
2810 East Oakland Park Blvd.
Suite 102
Fort Lauderdale, Florida 33306

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: April 28, 1997.

STEPHEN C. MUFFLER, P.A.
By Stephen Muffler Esquire


Incorporator

STATE OF FLORIDA)
)SS
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 28th day of April, 1997 by STEPHEN MUFFLER, ESQUIRE, who is personally known to me and who did take an oath.

My Commission Expires:
Commission Number:


NOTARY PUBLIC
KAREN BLOCK

Printed name of Notary



Karen Block
MY COMMISSION # CC592608 EXPIRES
February 2, 2001
BONDED THRU TROY FAIR INSURANCE, INC

REGISTERED AGENT CERTIFICATE

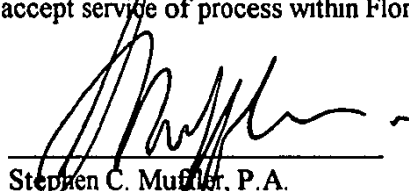
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SECRETARY OF STATE
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This document is the certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that Broward C.D. Source Inc., desiring to organize or qualify under the laws of the State of Florida, has named Mr. Wayne M. Shim, a natural person, who can be located 7524 SW 8th Street, North Lauderdale, Florida, as its agent to accept service of process within Florida.

Dated: April 29, 1997



Stephen C. Mufler, P.A.
By: Stephen Mufler, Esquire
Incorporator

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 agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated April 29, 1997



Mr. Wayne M. Shim