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May 27, 1997

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

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-05/29/97--01062--001
****122.50 ****122.50

RE: **CD Promo, Inc.**


Dear Sirs:

I am enclosing an original and one copy of the Articles of Incorporation of the above proposed Corporation together with Money Order No.: 1252 in the amount of \$122.50.

Please file the original articles and return one copy to me at:

Joseph Taraba
3500 Aloma Avenue
Suite F9
Winter Park, FL 32792

Thank you.


Joseph Taraba

Enclosures

AL MAY 30 1997

FILED
97 MAY 29 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

CD Promo, Inc.

FILED
97 MAY 29 AM 9:18
SECTION 1
TALLAHASSEE, FLORIDA

The undersigned Incorporators to these Articles of Incorporation, natural persons competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. CORPORATE NAME & ADDRESS:

The name of this corporation is:

CD Promo, Inc.
3500 Aloma Avenue, Suite F9
Winter Park, FL 32792

ARTICLE II. NATURE OF BUSINESS AND POWERS:

The general purpose of this corporation shall be the transaction of any and all lawful business. And the Corporation shall have all the powers enumerated in Florida Business Corporation Act as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

Also, this Corporation will be able to be engaged in any additional business provided they are lawful business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK:

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one hundred (100) shares of common stock having a par value of one dollar (\$1.00) per share.

Shares may be issued only for consideration having a value, in the judgment of Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

ARTICLE IV. TERM OF EXISTENCE:

This Corporation shall have perpetual existence,

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE:

The registered agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be:

Josef Taraba - a/k/a Joseph Taraba
3500 Aloma Avenue
Suite F9
Winter Park, FL 32792

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS:

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time by By-laws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE VII. INITIAL DIRECTORS

The names of the initial Directors of this Corporation and their street address are as follows:

Josef Taraba - a/k/a Joseph Taraba
3500 Aloma Avenue, Suite F9
Winter Park, FL 32792

Miroslava Taraba - a/k/a Mirka Taraba
3500 Aloma Avenue, Suite F9
Winter Park, FL 32792

ARTICLE VIII. INCORPORATOR:

The name and address of the persons signing these Articles of Incorporation are as follows:

Josef Taraba - a/k/a Joseph Taraba
3500 Aloma Avenue
Suite F9
Winter Park, FL 32792

Miroslava Taraba - a/k/a Mirka Taraba
3500 Aloma Avenue
Suite F9
Winter Park, FL 32792

ARTICLE IX. BY-LAWS:


The Board of Directors may approve By-laws for the Corporation.

ARTICLE X. AMENDMENT:

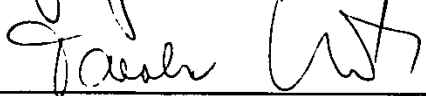
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at the Stockholder's meeting by at least the majority of the stock entitled to vote.

IN WITNESS WHEREOF, the undersigned, as the Incorporators have executed the foregoing ARTICLES OF INCORPORATION as of the:

26th day of MAY, 1997.



Josef Taraba - a/k/a Joseph Taraba



Miroslava Taraba - a/k/a Mirka Taraba

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a NOTARY PUBLIC, personally appeared:

Joseph Taraba, aka Josef Taraba

and

Mirka Rataba, aka Miroslava Taraba

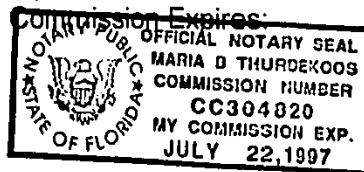
to me known to be the persons described as Incorporators and who executed the foregoing Articles of Incorporation of CD Promo, Inc., and acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at Orlando, Orange County, Florida
this 27th day of May, 1997.

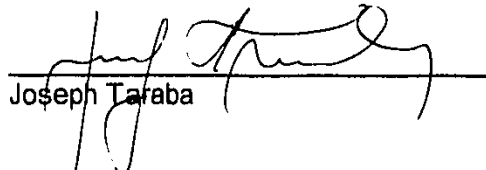


Notary Public, State of Florida

My



I, the undersigned, hereby accept the appointment as Registered Agent of the above noted corporation. I am familiar with and accept the obligations of Section 607.325 of the Florida Statute.



Joseph Taraba

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OR PROCESS WITHIN THIS STATE, NAMING AGENT UPON
PROCESS MAY BE SERVED.**

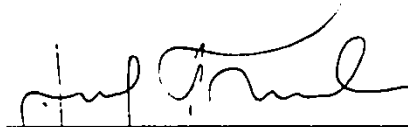
In Compliance with sections 48.091 AND 607.0501, Florida Statutes, the following is submitted:

CD Promo, Inc. (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated Joseph Taraba as its Registered Agent to accept service of process within the State of Florida, with its registered office located at 3500 Aloma Avenue, Suite F9, Winter Park, FL 32792.

ACKNOWLEDGMENT

Having named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0501, 607.0504 and 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Section 48.091, Florida Statutes and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 15th day of May, 1997.



Josef Taraba - a/k/a Joseph Taraba
Registered Agent

FILED
97 MAY 29 AM 9:18
SEC. OF STATE
TALLAHASSEE, FLORIDA