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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: SUPERIOR C.D.'S INC.

AUDIT NUMBER.....H97000014825

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

OF

SUPERIOR C.D.'S INC.

THE UNDERSIGNED SUBSCRIBER 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 the Corporation is: SUPERIOR C.D.'S INC.

ARTICLE II - NATURE OF BUSINESS

This Corporation is organized for the purpose of transacting and any or all business permitted under the laws of the United States of America and the laws of the State of Florida.

A. To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchise, patents, copyrights, trademarks and licenses, in the State of Florida and in all other States and countries.

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

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

Richard Burns, Esquire
Florida Bar No. 091370
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Miami, Florida 33172
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or otherwise acquire or dispose of the capital stock of, or any bonds, securities or any other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owners of such stock exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

E. To manufacture, purchase, or otherwise acquire, own, mortgage, pledge sell, assign, and transfer or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise and real and personal property of every class and description.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this company is authorized to have outstanding at any time is One Hundred (100) shares of Five Dollars (\$5.00) per value, the consideration to be paid for each share shall be Five Dollars (\$5.00).

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is not less than FIVE HUNDRED (\$500.00) Dollars.

ARTICLE V

This Corporation is to exist perpetually.

ARTICLE VI

The initial post office address of the registered agent of this corporation is: 1500 N.W. 107TH AVENUE, SUITE 200, MIAMI, FLORIDA 33172 and the name of the initial Registered Agent of this corporation is Richard Burns, Esquire.

*Richard Burns, Esquire
Florida Bar No. 091370
1500 NW 107 Avenue - 200
Miami, Florida 33172
305-597-0202*

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The address of the corporation is 17700 S.W. 7TH STREET, PEMBROKE PINES, FLORIDA 33029.

ARTICLE VII

This corporation shall have one (1) director initially. The number of directors may increase or diminish from time to time, by laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII

The names and post office addresses of the member(s) of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Alina Capuozzo President	17700 S.W. 7th Street Pembroke Pines, Florida 33029
Alina Capuozzo Secretary	17700 S.W. 7th Street Pembroke Pines, Florida 33029

ARTICLE IX - SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Alina Capuozzo President	17700 S.W. 7th Street Pembroke Pines, Florida 33029
Alina Capuozzo Secretary	17700 S.W. 7th Street Pembroke Pines, Florida 33029

Richard Burns, Esquire
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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 entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

IN WITNESS WHEREOF, the subscribing stockholders and incorporates have hereto set their hands and seals, and caused these Articles of Incorporation to be executed this 30 day of May, 1997.


Alina Capuozzo - President

Richard Burns, Esquire
Florida Bar No. 091370
1500 NW 107 Avenue - 200
Miami, Florida 33172
305-597-0202

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

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

FIRST - THAT SUPERIOR C.D.'S INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL
PLACE OF BUSINESS AT DADE COUNTY, IN THE STATE OF FLORIDA, HAS
NAMED RICHARD BURNS, ESQUIRE, 1500 N.W. 107TH AVENUE, SUITE 200,
MIAMI, FLORIDA 33172, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA.

SIGNATURE:


ALINA CAPUOZZO

TITLE:

PRESIDENT

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.

SIGNATURE:


RICHARD BURNS, ESQUIRE
REGISTERED AGENT

DATE:

8/28/97

Richard Burns, Esquire
Florida Bar No. 091370
1500 NW 107 Avenue - 200
Miami, Florida 33172
305-897-0202

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