

MAY-28-98 THU 8:25 AM

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TX98X98 FLORIDA DIVISION OF CORPORATIONS
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((H98000009917 9))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (850)385-6735
(850)561-1025

FAX #:

NAME: PLAYBACK. COM, INC. AUDIT NUMBER.....H98000009917 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..1
PAGES..... 3 CERT. COPIES.....0 DEL.METHOD.. FAX EST.CHARGE..
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** ENTER 'M' FOR MENU. **

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98 MAY 28 PM 12: 55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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98 MAY 28 PM 12:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PLAYBACK.COM, INC.

ARTICLE I - NAME

The name of the Corporation is PLAYBACK.COM, INC.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - PRINCIPAL OFFICE

The initial principal office of this Corporation will be located at: 2590 North Powerline Road, Pompano Beach, Florida 33069.

ARTICLE V - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1000 shares of common stock having a par value of \$0.05 per share.

ARTICLE VI - INITIAL REGISTERED
OFFICE AND AGENT

The address of the initial registered office of this Corporation shall be 1212 Southeast First Avenue, Fort Lauderdale, Florida 33316-1802, and the initial registered agent of this Corporation at such office shall be Kevin J. D'Espies, Esquire, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office for service of process, and with Section 607.0505, as amended from time to time, with respect to the duties of a registered agent.

PREPARED BY:

KEVIN J. D'ESPIES, ESQ.
KEVIN J. D'ESPIES, P.A.
1212 Southeast 1st Ave.
Fort Lauderdale, FL 33316-1802
(954) 522-2767
Fla. Bar No. 347477

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ARTICLE VII - DIRECTORS

The business of this corporation shall be managed by a Board of Directors. There shall be three (3) Directors initially. The number of Directors may be increased, and after such increase, decreased from time to time by by-laws adopted by the shareholders. In no event shall the number of Directors be less than one.

The name and address of the members of the first Board of Directors are:

William Provost 2590 N. Powerline Road Pompano Beach, Florida 33069	Robert Provost 2590 N. Powerline Road Pompano Beach, FL 33069
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Tim Doriot
2590 North Powerline Road
Pompano Beach, Florida 33069

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the shareholders. Bylaws shall be adopted, altered, amended or repealed as provided therein.

ARTICLE IX - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is: Kevin J. D'Espies, Esquire, 1212 Southeast First Avenue, Fort Lauderdale, Florida 33316-1802.


IN WITNESS WHEREOF, I have made, subscribed and acknowledged these Articles of Incorporation at Fort Lauderdale, Florida, this 28th day of May, 1998.



KEVIN J. D'ESPES, ESQUIRE

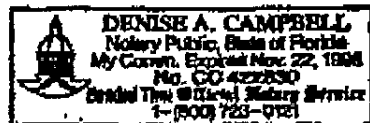
STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing Articles of Incorporation of PLAYBACK.COM, INC. were acknowledged before me on this 28th day of May, 1998, by Kevin J. D'Espies, Esquire, as Incorporator.



Notary Public

My commission expires:



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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for at the place designated in the Articles of Incorporation, Kevin J. D'Espies, Esquire agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office, and with Section 607.0505, as amended from time to time, with respect to the duties of a registered agent.


Kevin J. D'Espies, Esquire

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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