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TRANSMITTAL LETTER

Dec. 30, 1998

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

300002728543-3

-01/04/99--01024--012

*****78.75 *****78.75

SUBJECT: C D REPLAY, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

Return to:

FROM: E..B. Estergren
Name (Printed or typed)

P.O. Drawer 2167
Address

Ft. Walton Beach, FL 32549
City, State & Zip

1 850 243 0139
Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -4 AM 10:07

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

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ARTICLES OF INCORPORATION
OF

C D REPLAY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -4 AM 10:07

ARTICLE I - NAME:

The name of this corporation is: C D REPLAY, INC.,
hereinafter referred to as the "Corporation".

ARTICLE II - DURATION:

The Corporation shall exist perpetually, commencing upon
the filing of the Articles of Incorporation with the Department
of State.

ARTICLE III - PURPOSE:

The Corporation is organized for the purpose of engaging in
the Retail Compact Disc business and for the purpose of trans-
acting any or all other lawful business not inconsistent with
the Laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK:

The Corporation is authorized to issue 100,000 shares of One
Dollar (\$1.00) par value common stock.

ARTICLE V - PRE-EMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of
the same kind, class or series as that which he or she already holds,
shall have the right to purchase his or her pro-rata share thereof
(as nearly as may be done without issuance of fractional shares) at
the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT:

The principal office and street address of the Corporation is:
1140 Troon Dr., West, Niceville, FL 32578, and the mailing
address is: 1140 Troon Dr., West, Niceville, FL 32578.

The name of the Registered Agent of the Corporation is:
NEIL HOOKER, and the street office address of such registered agent
and registered office of the Corporation is: 1140 Troon Dr.
West, Niceville, FL 32578.

ARTICLE VII - INITIAL BOARD OF DIRECTORS:

The Corporation shall have 3 directors initially. The
number of directors may be either increased or decreased
from time to time by the By-Laws but shall never be less than one.
The name and address of the initial directors of the Corporation
are: NEIL HOOKER, 1140 Troon Dr., West, Niceville, FL 32578.

CAROL HOOKER, 1140 Troon Dr., West, Niceville, FL 32578.

CATHY CATANESE, 10 Southwind Ct., Niceville, FL 32578.

ARTICLE VIII - INCORPORATOR:

The name and address of the person signing these Articles is:
NEIL HOOKER, 1140 Troon Dr., West, Niceville, FL 32578.

ARTICLE IX - BY-LAWS:

The power to adopt, alter, amend or repeal the By-Laws
shall be vested in the Board of Directors and the shareholders.

ARTICLE X - SECTION 1244 STOCK:

It is the intent of this Charter that the directors may
sell the capital stock of the Corporation in accordance with
the conditions of Sections 1243-1244, inclusive, of the
Internal Revenue Code of 1954 as amended.

IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation on this 36th day of December, 1998.


NEIL HOOKER

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 JAN -4 AM 10:07

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: _____

C.D. REPLAY, INC.

2. The name and address of the registered agent and office is:

NEIL HOOKER

(NAME)

1140 Troon Dr., West

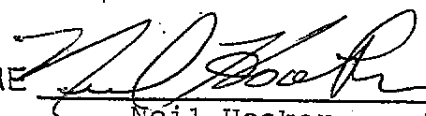
(P.O. BOX NOT ACCEPTABLE)

Niceville, FL 32578

(CITY/STATE/ZIP)

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 ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE


Neil Hooker

DATE

December 30, 1998