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January 22, 1999

Florida Department of Revenue
Divisions of Corporations
P.O. Box 6327
Tallahassee, FL 32314

300002757213--7
-01/28/99--01052--002
*****122.50 *****78.75

Re: Initial Filings for New Millenium C.D's & Cassettes, Inc.

Gentlemen:

Enclosed please find, for immediate filing, the Articles of Incorporation of New Millenium C.D.'s & Cassettes, Inc., a Florida corporation, together with a copy thereof. Please file forthwith, and return a certified copy of the Articles of Incorporation to us, in the enclosed stamped, addressed envelope, at your earliest convenience.

As your fee for the filing of the Articles of Incorporation, the Designation of Registered Agent, and the Certified Copy thereof, enclosed please find this firm's check in the amount of \$122.50, payable to the Secretary of State.

Thank you for your cooperation. If you should have any questions, please do not hesitate to contact me.

Sincerely,

Douglas J. Sanders

Douglas J. Sanders

DJS/gs

Enclosures

cc: Mr. Stanley K. Michelsen, Jr.

(6)

DMS
2-1-99

FILED
99 JAN 28 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE NEW MILLENIUM C.D.'S & CASSETTES, INC.
A Florida Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Florida corporation under the Florida General Corporation Act Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the corporation is THE NEW MILLENIUM C.D.'S & CASSETTES, INC.

ARTICLE II

DURATION

The corporation shall have perpetual existence.

ARTICLE III

PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida. The corporation will record, sell and distribute C.D.'s and cassettes.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of the corporation is 53 Shoreland Drive, Key Largo, FL 33037, and the name of the initial registered agent of the corporation at that address is Stanley K. Michelsen, Jr. The principal office of the corporation is 53 Shoreland Drive, Key Largo, FL 33037.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall initially have one (1) director to hold office until the first annual meeting of shareholders and the successors shall have been duly elected and qualified, or until any earlier resignations, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the corporation. The name and address of the initial director of the corporation is:

NAME

ADDRESS

Stanley K. Michelsen, Jr.

53 Shoreland Drive

Key Largo, FL 33037

ARTICLE VII

INCORPORATOR

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

NAME

ADDRESS

Stanley K. Michelsen, Jr.

53 Shoreland Drive

Key Largo, FL 33037

ARTICLE VIII

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with the law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 26 day of January, 1999.


STANLEY K. MICHELSEN, JR.

STATE OF FLORIDA
COUNTY OF Miami-Dade

THE FOREGOING ARTICLES OF INCORPORATION were acknowledged to before me,
at Miami, Miami-Dade County, Florida, on this 26th day of January, 1999, by
Stanley K. Michelsen, Jr. who is personally known to me or who has produced
_____ as identification and who did not take an oath.



NORA T GARCIA
My Commission CC544977
Expires Apr. 17, 2000

Nora T. Garcia

NOTARY PUBLIC-STATE OF FLORIDA

My commission expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ACCEPTANCE
OF
DESIGNATION
AS
REGISTERED AGENT**

I HEREBY ACCEPT the appointment as the initial registered agent of NEW MILLENIUM C.D.'S & CASSETTES, INC., a Florida corporation, as made in the foregoing Articles of Incorporation.

DATED this 26 day of January, 1999.


STANLEY K. MICHELSEN, JR.
Registered Agent