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ARTICLES OF INCORPORATION
AND
CERTIFICATE OF INCORPORATION
OF
FLIP DISC, INC.
A CLOSE CORPORATION

TO THE HONORABLE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

The undersigned, Rita Metcalf, who is over the age of Twenty-One years, desiring to organize a body corporate under the laws of the State of Alabama, and being subscribers to the capital stock of corporation hereby organized, do make, sign and file this Certificate of Incorporation as follows:

1. The name of the corporation is FLIP DISC, INC. and the corporation shall be authorized to trade in said name or to use any other trade name not now being used by any other person, firm or corporation.

2. The corporation is a close corporation, organized pursuant to Code of Alabama, Section 10-2A-300, et seq.

3. The period of duration for corporation is perpetual.

4. The objects and purposes for which corporation is formed are:

(a) To conduct and operate a corporation for the business of selling, wholesale and retail to the general public, records, tapes, cassettes, compact discs or any other entertainment type product. Generally, to carry on and undertake any business, undertaking, transaction or operation commonly carried on or undertaken by such businesses.

(b) To make and enter into all manner and kind of contracts, agreements and obligations by or with any persons, corporations, or other legal entities for the purposes of effectuating the above.

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William E. Swatch
P. O. Box 1801
Alabaster, AL
35007

(c) To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental thereto or connected therewith, which are not forbidden by statute or by these Articles of Incorporation.

(d) To carry out the purposes hereinabove set forth in any state, territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district or possession of the United States, or foreign country, in which one or more of such purposes as are not forbidden by the law thereof in any certificate for application to do business in such state, territory, district or possession of the United States, or foreign country.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of this corporation in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law.

5. The location of the principal office of the corporation shall be 3569 Pelham Parkway, Suite #6, Pelham, Alabama 35124.

6. The amount of total authorized capital stock of the corporation shall be Eighteen Thousand (\$18,000.00) Dollars, divided into Eighteen (18) Shares of common stock having a par value of One Thousand Dollars (\$1,000.00) per share. The amount of paid-in stock with which the corporation shall begin business shall be Eighteen Thousand Dollars (\$18,000.00), contributed as follows:

A. Stockholder, Rita Metcalf, shall be the holder of eighteen (18) shares of Common Stock which have been paid for in lawful currency in the amount of Eighteen Thousand

(\$18,000.00) Dollars by her.

The holder or holders of said shares of stock or any other securities issued by the corporation shall, prior to transfer of such shares or securities, offer to the corporation or to any other holders of securities of the corporation or to any combination of the foregoing, a prior opportunity, to be exercised within a reasonable time, to acquire the restricted shares of stock or securities at the current market value, to be determined by an independent audit of the corporation's books.

For purposes of determining the number of holders of record of the stock of said corporation, stock which is held by one share holder.

All of the corporation's issued shares of stock may at no time be held for more than thirty (30) persons.

7. The name and address of the incorporators and the number of shares subscribed by them are as follows:

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Rita Metcalf

18 Shares

3569 Pelham Parkway

Pelham, Alabama 35124

8. All persons who shall acquire stock in this corporation shall acquire it subject to the provisions of this Certificate of Incorporation, as the same from time to time may hereafter be amended. So far as not otherwise expressly provided by the laws of the State of Alabama, the corporation shall be entitled to treat the person or entity in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to or interest in said share on the part of any other person, whether or not the corporation shall have notice thereof.

9. The corporate powers shall be exercised by the shareholders of the corporation, except as otherwise provided by statute or by this Certificate of

Incorporation.

10. The initial registered office of the corporation is 3569 Pelham Parkway, Suite #6, Pelham, Alabama 35124.

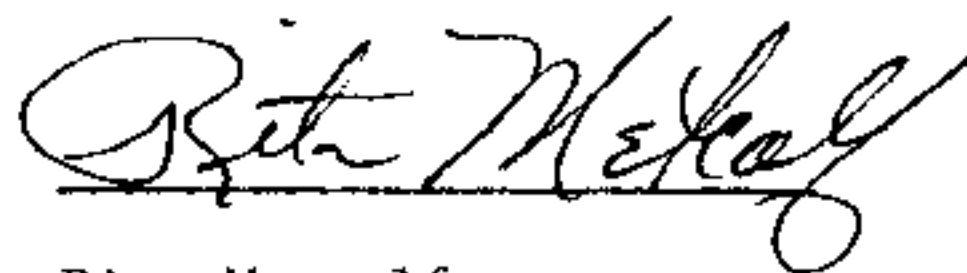
11. The initial registered agent for the corporation shall be Rita Metcalf.

12. The name and address of the officers who shall hold office until their successors have been duly elected and qualified are as follows:

Rita Metcalf	President/Vice-President
3569 Pelham Parkway	Secretary/Treasurer
Pelham, Alabama 35124	

13. Attached hereto, marked Exhibit "A" and made a part hereof, is a copy of the subscription list to the capital stock of said corporation showing the amount of capital stock subscribed for by the said incorporation and the manner in which such subscription is provided to be discharged.

IN WITNESS THEREOF, the undersigned incorporators have hereunto subscribed their names to this Certificate of Incorporation this the 5 day of May, 1989.



Rita Metcalf

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EXHIBIT A
SUBSCRIPTION LIST TO THE CAPITAL STOCK
OF
FLIP DISC, INC.
A CLOSE CORPORATION

The undersigned, does subscribe for and agree to pay for the number of shares of common capital stock of Flip Disc, Inc., a close corporation, proposed to be organized under the laws of the State of Alabama, as set opposite my signature hereunder, and to pay therefore upon the following manner:

<u>NAME</u>	<u>NUMBER OF SHARES</u>	<u>MANNER OF PAYMENT</u>
Rita Metcalf	18	\$18,000.00 CASH



STATE OF ALABAMA

I, FRED C. CRAWFORD, Secretary of State, of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Section 10-2A-26, Code of Alabama, 1975, the corporate name Flip Disc, Inc. is reserved

as available based only upon an examination of the corporation records on file in this office for the exclusive use of Flip Disc, Inc.

for a period of one hundred twenty days from this date. In the case of a domestic corporation, the name of the county in which the corporation was or is proposed to be incorporated is Shelby. I further certify that as set out in the application for reservation of corporate name, the Secretary of State's Office does not assume any responsibility for the availability of the corporate name requested nor for any duplication which might occur.

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In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

May 4, 1989 - expire 9-2-89

Date

Fred C. Crawford

Secretary of State

State of Alabama

SHELBY

County

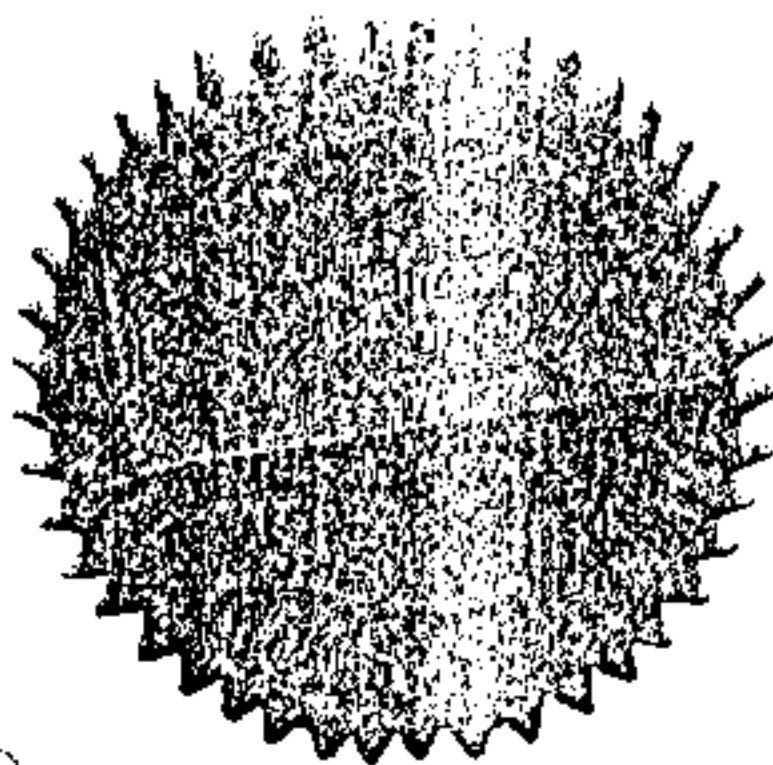
CERTIFICATE OF INCORPORATION OF

FLIP DISC., INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of FLIP DISC., INC., duly signed pursuant to the provisions of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of FLIP DISC., INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 11th day of May, 19 89



STATE OF ALA. SHELBY CO.
I CERTIFY THAT
INSTRUMENT WAS FILED

Judge of Probate

89 MAY 11 AM 10:46

Thomas A. Howland, Jr.
JUDGE OF PROBATE