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File Number 5820-617-2

DEPT-01 RECORDING \$25.50
T#0003 TRAN 3094 03/08/95 08:49:00
#0493 EB *-95-156100
COOK COUNTY RECORDER

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State of Illinois Office of The Secretary of State

Whereas,

ARTICLES OF INCORPORATION OF
MIX SHOP, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

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Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 21ST day of FEBRUARY A.D. 19 95 and of the Independence of the United States the two hundred and 19TH.



George H Ryan

Secretary of State

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Property of Cook County Clerk's Office

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Form **BCA-2.10**

ARTICLES OF INCORPORATION

(Rev. Jan. 1991)

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961

FILED

FEB 21 1995

GEORGE H. RYAN
SECRETARY OF STATE

SUBMIT IN DUPLICATE!

This space for use by
Secretary of State

Date: 2-21-95
Franchise Tax: \$ 25.00
Filing Fee: \$ 75.00
Approved: [Signature] 100.00

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

1. **CORPORATE NAME:** MTX SHOP, INC.

(The corporate name must contain the word "corporation", "company", "incorporated", "limited" or an abbreviation thereof.)

2. **Initial Registered Agent:** MALIK BADER

Initial Registered Office: 1620 W. Celooyne

First Name: MALIK Middle Initial: B Last Name: BADER
Number: 1620 Street: W. Celooyne Suite #: City: Chicago, IL Zip Code: 60622 County: Cook

3. **Purpose or purposes for which the corporation is organized:**
(If not sufficient space to cover this point, add one or more sheets of this size.)

To engage in the business of buying, selling, exchanging and dealing in cassettes and magazines of every kind, nature and description and to conduct, operate, maintain, lease, buy and sell merchandise of every description.

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4. **Paragraph 1: Authorized Shares, Issued Shares and Consideration Received:**

Class	Par Value per Share	Number of Shares Authorized	Number of Shares Proposed to be Issued	Consideration to be Received Therefor
Common	\$ None	100	100	\$ 1,000.00

Paragraph 2: The preferences, qualifications, limitations, restrictions and special or relative rights in respect of the shares of each class are:
(If not sufficient space to cover this point, add one or more sheets of this size.)

NONE

(over)

[Handwritten signature]

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5. **OPTIONAL:** (a) Number of directors constituting the initial board of directors of the corporation Two.
 (b) Names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify:

Name	Residential Address
Malik Bader	1620 W. LeMoyné, Chicago, IL 60622

6. **OPTIONAL:** (a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \$ _____
 (b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ _____
 (c) It is estimated that the gross amount of business that will be transacted by the corporation during the following year will be: \$ _____
 (d) It is estimated that the gross amount of business that will be transacted from places of business in the State of Illinois during the following year will be: \$ _____

7. **OPTIONAL: OTHER PROVISIONS**

Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing preemptive rights, denying cumulative voting, regulating internal affairs, voting majority requirements, fixing a duration other than perpetual, etc.

8. **NAME(S) & ADDRESS(ES) OF INCORPORATOR(S)**

The undersigned incorporator(s) hereby declare(s) under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

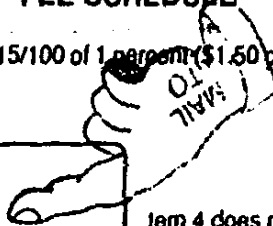
Dated FEB 11 1995, 19

Signature and Name	Address
1. <u>Malik Bader</u> <i>Signature</i> MALIK BADER <i>(Type or Print Name)</i>	1. <u>1620 W. LeMoyné</u> <i>Street</i> <u>Chicago, IL 60622</u> <i>City/Town State Zip Code</i>
2. _____ <i>Signature</i> _____ <i>(Type or Print Name)</i>	2. _____ <i>Street</i> _____ <i>City/Town State Zip Code</i>
3. _____ <i>Signature</i> _____ <i>(Type or Print Name)</i>	3. _____ <i>Street</i> _____ <i>City/Town State Zip Code</i>

(Signatures must be in ink on original document. Carbon copy, photocopy or rubber stamp signatures may only be used on confirmed copies.)
 NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its President or Vice President and verified by him, and attested by its Secretary or Assistant Secretary.

FEE SCHEDULE

- The initial franchise tax is assessed at the rate of 15/100 of 1 percent (\$1.50 per \$1,000) on the paid-in capital represented in this state, with a minimum of \$25.



Item 4 does not exceed \$16,667)
 assistance in calculating the total fees if necessary

IRVING SLUTZKY
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 NILES, IL 60714-4797
 1-708-967-7979

Department of Business Services Telephone (217) 782-9522
 782-9523