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STEVEN A. SCIARRETTA, P.A.
ATTORNEYS AT LAW

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00 JAN 14 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KAREN M. SCIARRETTA
STEVEN A. SCIARRETTA
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GLADES TWIN PLAZA
2300 Glades Road, Suite 302E
Boca Raton, Florida 33431
TELEPHONE: (407) 368-7978
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Asset Protection
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VIA EXPRESS MAIL

January 13, 2000

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-01/14/00--01047--001
122.50 *78.75

RE: Long Ago And Far Away Music, Inc.

Dear Sir/Madam:

Enclosed you will find a check in the amount \$122.50 as payment for all initial fees due in order to create and certify the above referenced corporation.

Also, enclosed you will find one original and one photocopy of the fully executed Articles of Incorporation for Long Ago And Far Away Music, Inc..

Please return a certified copy of the Articles of Incorporation, once filed, to me at our address as set forth above. A pre-paid Federal Express return envelope has been enclosed for your convenience.

Should you have any further questions or comments as regards this matter, please do not hesitate to contact me at my toll-free telephone number 1-800-545-8454.

Sincerely,
STEVEN A. SCIARRETTA, P.A.

STEVEN A. SCIARRETTA, ESQ.

SAS:mn

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is Long Ago And Far Away
Inc..

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ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:

2300 Glades Road
Suite 302E
Boca Raton, Florida 33431

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting
any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 of no par value
common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this
corporation is 2300 Glades Road, Suite 302E, Boca Raton, Florida
33431 and the name of the initial registered agent of this
corporation at that address is Steven A. Sciarretta, Esquire.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall initially have one (1) Director to hold
office until the first annual meeting of stockholders and his
successor shall have been duly elected and qualified, or until his
earlier resignation, removal from office or death. The number of
Directors may be either increased or decreased from time to time in
accordance with the By-Laws of the corporation. The name and
address of the initial Director is:

Steven A. Sciarretta, Esquire
2300 Glades Road
Suite 302E
Boca Raton, Florida 33431

ARTICLE VII - INCORPORATOR

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

Steven A. Sciarretta, Esquire
2300 Glades Road
Suite 302E
Boca Raton, FL 33431

ARTICLE VIII - ~~PRE-EMPTIVE~~ RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law.

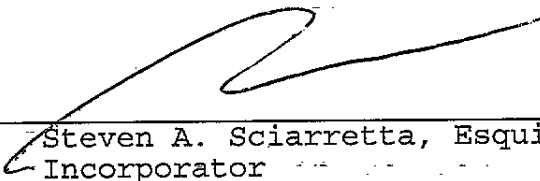
ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated this 13 day of January, ²⁰⁰⁰ 19.

Steven A. Sciarretta, P.A.

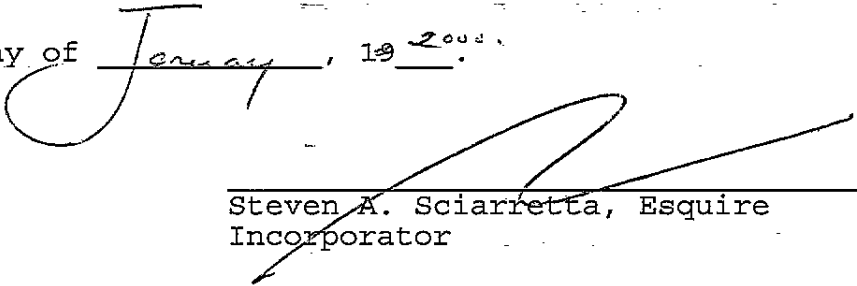

By: Steven A. Sciarretta, Esquire,
Incorporator

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that Steven A. Sciarretta, Esquire, desiring to organize or qualify under the laws of the State of Florida, has named Steven A. Sciarretta, Esquire, located at 2300 Glades Road, Suite 302E, Boca Raton, Florida 33431, as its agent to accept service of process within Florida.

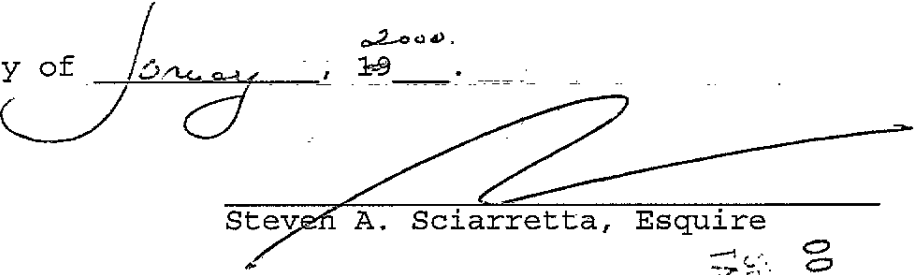
Dated this 13 day of January, 192000.



Steven A. Sciarretta, Esquire
Incorporator

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 13 day of January, 192000.



Steven A. Sciarretta, Esquire

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