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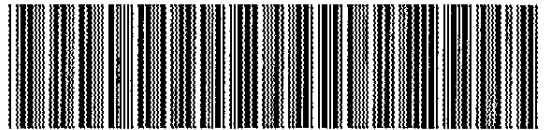
(Business Entity Name)

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STATE
TALLAHASSEE, FLORIDA

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November 24, 2003

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

Re: **TUNEWORCS, INC.**

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of Articles of Incorporation and Certificate of Designation for Registered Agent regarding the above-reference. Also enclosed is our check in the amount of \$78.75 for filing of the Articles. A self-addressed return envelope is enclosed for your convenience in the return of the certified copy of the Articles of Incorporation.

Thank you.

Sincerely,


Mirtha V. Kayne
Legal Assistant

X:\The Firm\clients\LAMBERT, DENNIS\TUNEWORCS MUSIC GROUP\Articles of Incorporation .doc

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

TUNEWORCS, INC.

The undersigned files these Articles of Incorporation for the purpose of forming a Corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, privileges, rights and immunities of a corporation for profit, and does hereby organize the Corporation with the name set forth below and adopts the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is **TUNEWORCS, INC.** (the "**Corporation**").

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The purpose for which the Corporation is organized is the transaction of any or all lawful business under the Florida General Corporation Act (the "**Act**").

ARTICLE IV

The aggregate number of all classes of stock which the Corporation has authority to issue is 1,000 shares, \$0.00 par value.

ARTICLE V

No shareholder shall have any preemptive right whatsoever, and cumulative voting shall not be permitted.

ARTICLE VI

The principal place of business of the Corporation shall be Palm Beach County, Florida, and its mailing address shall be:

6198 N.W. 23rd Street
Boca Raton, Florida 33434-4329

ARTICLE VII

The name of the registered agent and the street address of the initial registered office of the Corporation is:

Dennis Lambert
6198 N.W. 23rd Street
Boca Raton, Florida 33434-4329

ARTICLE VIII

The names and street addresses of the initial officers and directors, who shall hold office until the first meeting of the shareholders or until a successor shall have been elected and qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Dennis Lambert, President/Secretary/ Treasurer/Director	6198 N.W. 23 rd Street Boca Raton, Florida 33434-4329
Bettina D. Lambert, Vice-President/ Director	6198 N.W. 23 rd Street Boca Raton, Florida 33434-4329

The number of directors may be increased or decreased from time to time by amendment to the By-Laws of the Corporation, provided that the Corporation shall at all times have at least one director.

ARTICLE IX

The Corporation shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the Corporation, or any person who is or was serving at the request of the Corporation as a director or officer of another corporation, no employee or agent of the Corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE X

The names and address of the Incorporator of the Corporation is as follows:

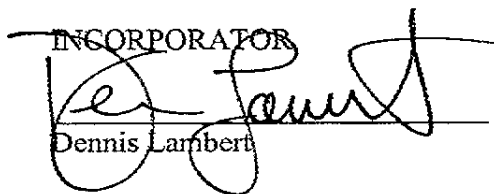
NAME

ADDRESS

Dennis Lambert

6198 N.W. 23rd Street
Boca Raton, Florida 33434-4329

IN WITNESS WHEREOF, I have hereunto set my hand this 18th day of November, 2003.

INCORPORATOR

Dennis Lambert

STATE OF FLORIDA

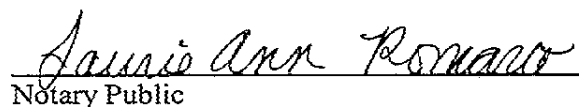
)

) SS

COUNTY OF PALM BEACH

)

The foregoing instrument was acknowledged before me this 18th day of November, 2003 by Dennis Lambert, who is personally known to me or who has produced _____ as identification.


Notary Public



FILED

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 DEC -1 AM 8:54

Pursuant to the provisions of Section 607.0501, 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 TUNEWORX, INC.
2. The name and address of the registered agent and office is:

Dennis Lambert
6198 N.W. 23rd Street
Boca Raton, Florida 33434-4329

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.

By


(Name signing as registered agent)

Dated: 11/19/03, 2003