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LAZARUS CORPORATE FILING SERVICE

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. FINLEY MUSIC & ENTERTAINMENT, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
☒	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

Examiner's Initials

ARTICLES OF INCORPORATION
OF
FINLEY MUSIC & ENTERTAINMENT, INC.

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TALLAHASSEE, FLORIDA

Article I
Name

The name of this corporation is Finley Music & Entertainment, Inc.

Article II
Principal Office & Mailing Address

The principal office of the Corporation is located at: c/o Chandler R Finley, 1515 North Federal Highway, Suite 300, Boca Raton, FL 33432

The mailing address of the Corporation is located at: c/o Chandler R Finley, 1645 Palm Beach Lakes Boulevard, Suite 460, West Palm Beach, FL 33401

Article III
Nature of Business

This Corporation is being formed for the following purposes:

- a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
- b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

Article IV
Term of Existence

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

Article V
Capitol Stock

This corporation is authorized to issue 1,000 shares of common stock with \$0.00 par value.

Article VI
Pre-Emptive Rights

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

Article VII
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1645 Palm Beach Lakes Boulevard, Suite 460, West Palm Beach, FL 33401, and the name of the initial registered agent of this corporation at that office is Chandler R Finley, Esq.

Article VIII
Incorporator

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

Chandler R Finley	1645 Palm Beach Lakes Boulevard
	Suite 460
	West Palm Beach, FL 33401

Article IX
Initial Board of Directors

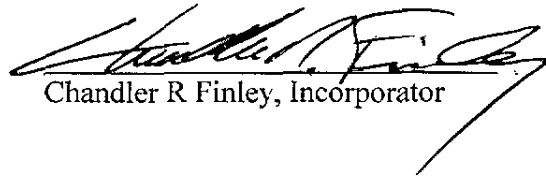
This corporation shall have at least one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this corporation is:

Name:	Address:
Chandler R Finley	1645 Palm Beach Lakes Boulevard
	Suite 460
	West Palm Beach, FL 33401

Article X
Indemnification

This corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of January, 2004.


Chandler R Finley, Incorporator

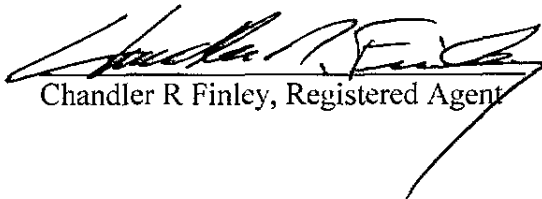
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of s607.0501, Florida Statutes, the undersigned corporation, organized pursuant 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: FINLEY MUSIC & ENTERTAINMENT, INC.
2. The name and address of the registered agent and office is:

Chandler R Finley
1645 Palm Beach Lakes Boulevard
Suite 460
West Palm Beach, FL 33401

The undersigned, Chandler R Finley, Esq., Registered Agent, hereby accepts the designation of themselves as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.


Chandler R Finley, Registered Agent

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