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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
WATERS MUSIC TECH, INC.**

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The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1- NAME

The name of the Corporation is **WATERS MUSIC TECH, INC.** (hereinafter "Corporation").

ARTICLE 2- PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE 3- PRINCIPAL OFFICE

The address of the principal place office of this corporation is 202A Quail Hollow Blvd. Chipley, FL 32428.

ARTICLE 4- INCORPORATION

The name and address of the Incorporator of this Corporation is:

Summer Waters
202A Quail Hollow Blvd.
Chipley, FL 32428

ARTICLE 5- OFFICERS

The officers of the Corporation shall be:

President: Summer Waters
Vice-President: Autumn Waters
Secretary: Marvin Randall
Treasurer: Michael Waters

whose address shall be the same as the principal office of the Corporation.

ARTICLE 6- DIRECTOR(S)

The Director(s) of the Corporation shall be:

Summer Waters

whose address shall be the same as the principal office of the Corporation.

ARTICLE 7- CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is TEN THOUSAND (10,000) shares of common stock, each share having par value of ONE CENT (\$.01).

7.2 All shares of stock shall be identical with each other in every respect and the holders of shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which shareholders have the right to vote.

7.3 All holders of shares of common stock, upon dissolution of the Corporation, shall be entitled to receive net assets of the Corporation.

7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations or dividends, qualifications, or term conditions of redemption of the stock.

ARTICLE 8- SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.1 Internal The shareholders of the Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all of the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

“The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended.”

ARTICLE 9- SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 10- POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 11- TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE 12- REGISTERED OWNERS

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and as except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 13- REGISTERED OFFICE AND REGISTERED AGENT

The initial office address of registered office of this Corporation is 202 Quail Hollow Blvd. Chipley, FL 32428. The name and address of the registered agent of this Corporation is Summer Waters, 202A Quail Hollow Blvd. Chipley, FL 32428.

ARTICLE 14- BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 15- EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 16- AMENDMENT

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE 17- INDEMNIFICATION

17.1 This article applies except as otherwise provided by law. For the purposes of this Article, "Agent" means any person who is or was a Director, Officer, Employee, or other Agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, Employee, or Agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a Director, Officer, Employee, or Agent of a foreign or domestic corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of the predecessor corporation; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes without limitation attorneys' fees, and any expenses of establishing a right of indemnification under 17.4 or 17.5.4. This article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as such, even though the person may also be an Agent as defined in this provision of the employer Corporation.

17.2 The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation to procure a judgment in its favor) by reason of the fact that the person is or was an agent of the Corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding if the person acted in good faith and in a manner the person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of the person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere, or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

17.3 Subject to the limitations provided by law, the Corporation shall have power to indemnify any person was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was an Agent of the Corporation, against expenses actually and reasonably incurred by that person acted in good faith, in a manner the person believed to be in the best interest of the Corporation and its Shareholders.

No indemnification shall be made under these provisions for any of the following:

- 17.3.1 In respect of any claim, issue or matter as to which the person shall have been adjudged to be liable to the Corporation in the performance of that person's duty to the Corporation and its Shareholders, unless and only to the extent that the court in which the proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnify for expenses and then only to the extent that the court shall determine.
- 17.3.2 Of amounts paid in settling or otherwise disposing of a pending action without court approval.
- 17.3.3 Of expenses incurred in defending a pending action which is settled or otherwise disposed of without court approval.

17.4 To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in 17.2 or 17.3 or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the Agent in connection therewith.

17.5 Except as provided in 17.4, any indemnification under this section shall be made by the Corporation only if authorized in the specific case, upon a determination if the Agent is proper in the circumstances because the Agent has met the applicable standard of conduct set forth in 17.2 and 17.3, by any of the following:

17.5.1 A majority vote of a quorum consisting of Directors who are not parties to such proceeding.

17.5.2 If such a quorum of Directors is not attainable, by independent legal counsel in a written opinion.

17.5.3 Approval of the Shareholders with the shares owned by the person to be indemnified not being entitled to vote thereon.

17.5.4 The court in which the proceeding is or was pending upon application made by the Corporation or the agent or attorney or other person rendering services in connection with the defense, whether or not the application by the Agent, attorney or other person is opposed by the Corporation.

17.6 Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of the proceeding upon receipt of an undertaking by or on behalf of the Agent to repay that amount if it shall be determined ultimately that the Agent is not entitled to be indemnified as authorized under the aforementioned provisions.

17.7 The Corporation shall have the power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the Agent in that capacity or arising out of the Agent's status as such whether or not the Corporation would have the power to indemnify the Agent against liability under the law.

17.8 All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. If any word, clause, or sentence of the foregoing provisions regarding indemnification or advancement of attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "Director", "Officer", "Employee", and "Agent" shall include the heirs, executors and administrators of such persons.

17.9 Notwithstanding the aforementioned provisions contained in this section, the Corporation is authorized to indemnify the Directors and Officers of the Corporation to the fullest extent permissible under Florida law.

IN WITNESS THEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 27th day of August, 2007.



Summer Waters, Incorporator

Summer Waters, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Summer Waters

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