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ACCOUNT NO. : 072100000032

REFERENCE : 753784 4349699

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$70.00

ORDER DATE : July 5, 2000

ORDER TIME : 9:31 AM

ORDER NO. : 753784-005

CUSTOMER NO: 4349699

CUSTOMER: Stephanie Morris, Esq
Selverne Mandelbaum Mintz LLP

353 Lexington Avenue

New York, NY 10016

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG -7 PM 2:16

DOMESTIC FILING

NAME: MOTHERMAN MUSIC, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: *g 8/1/00*

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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OFFICE OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
MOTHERMAN MUSIC, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MOTHERMAN MUSIC, INC.

The address of the principal office of this corporation shall be c/o Nathaniel Hall, 1114 Tupelo Way, Weston, FL 33327, and the mailing address shall be c/o Phillips Gold and Company, LLP, Attn: Mel Schnoll, 1140 Avenue of the Americas, 18th Floor, New York, NY 10036.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 200 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1114 Tupelo Way, Weston, Florida 33327, and the name of the initial registered agent of the corporation at that address is Nathaniel Hall.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

Nathaniel Hall
Dir.

1114 Tupelo Way
Weston, Florida 33327

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ARTICLE VII. PREEMPTIVE RIGHTS

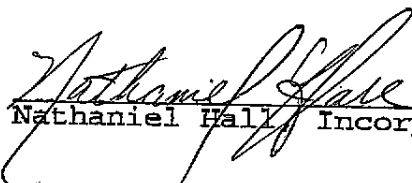
The corporation elects to have preemptive rights.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:


Nathaniel Hall
1114 Tupelo Way
Weston, Florida 33327

IN WITNESS WHEREOF, Nathaniel Hall has hereunto set his hand on July 31, 2000.


Nathaniel Hall, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Having been named to accept service of process for MOTHERMAN MUSIC, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Nathaniel Hall, Registered Agent

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