



00000077941

ACCOUNT NO. : 072100000032

REFERENCE : 799970 4301811

AUTHORIZATION :

*Patricia Pujat*

COST LIMIT : \$ 70.00

ORDER DATE : August 16, 2000

ORDER TIME : 10:45 AM

ORDER NO. : 799970-005

CUSTOMER NO: 4301811

CUSTOMER: Frank Lewandoski, Legal Asst  
Phillips, Nizer, Benjamin,  
Krim & Ballon  
666 Fifth Avenue

New York, NY 10103

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 AUG 17 PM 12:51

DOMESTIC FILING

NAME: LEVERTY MUSIC INC.

300003360723--2

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1169

EXAMINER'S INITIALS:

RECEIVED  
00 AUG 17 PM 11:39  
DIVISION OF CORPORATIONS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 AUG 17 PM 12:51

## ARTICLES OF INCORPORATION

OF

LEVERTY MUSIC INC.

---

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is Leverty Music Inc.

SECOND: The street address, wherever located, of the principal office of the corporation is 3412 Clark Road, PMB 142, Sarasota, Florida 34231.

The mailing address, wherever located, of the corporation is 3412 Clark Road, PMB 142, Sarasota, Florida 34231.

THIRD: The number of shares that the corporation is authorized to issue is 200, all of which are of a par value of \$.01 dollars each and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

NAME

ADDRESS

Frank Lewandoski

c/o Phillips Nizer Benjamin  
Krim & Ballon LLP  
666 Fifth Avenue  
New York, New York 10103

SIXTH: The purposes for which the corporation is organized are as follows:

To engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.


To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

SEVENTH: The duration of the corporation shall be perpetual.

EIGHTH: The personal liability of the directors of the Corporation to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director shall be limited to the fullest extent permitted by applicable law.

NINTH: The Corporation may, to the full extent permitted by the Florida Business Corporation Act, as amended from time to time, indemnify all persons whom it may indemnify pursuant to thereto.

Signed on August 15, 2000.

  
\_\_\_\_\_  
Frank Lewandoski, Incorporator

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 AUG 17 PM 12:51

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

CORPORATION SERVICE COMPANY

By: Merryl Wiener  
Name: Merryl Wiener  
Title: Authorized Person

Date: 8/16/2000