

TRANSMITTAL LETTER

PO00000108257

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-11/17/00--01028--016
*****78.75 *****78.75

SUBJECT: Songspy Corporation
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM:

William B. Hall
Name (Printed or typed)

8396 Native Dancer East
Address

Palm Beach Gardens, FL 33418
City, State & Zip

561-627-8396
Daytime Telephone number

EFFECTIVE DATE
01-01-01

(DOING BUSINESS EFFECTIVE 01-01-2001)

NOTE: Please provide the original and one copy of the articles.

JLC 11/21

**ARTICLES OF INCORPORATION OF
SONGSPY CORPORATION**

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: IDENTITY

The Corporation shall exist perpetually as SongSpy Corporation ("Corporation").

ARTICLE II: PURPOSE

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

ARTICLE III: STOCK CERTIFICATES

The aggregate number of of all classes of stock shall not be fixed and shall be modified from time to time by resolution of the board of directors, no par value. The Corporate certificates of shares must be signed by the president and vice president and sealed with the corporate seal.

ARTICLE IV: SHAREHOLDER RIGHTS

The shareholders shall have no preemptive rights whatsoever, and cumulative voting shall not be permitted.

ARTICLE V: CORPORATE OFFICE

The Corporation's principle office shall be located at 8396 Native Dancer East, Palm Beach Gardens, Florida 33418, and the Corporation's mailing address shall be located at P.O. BOX 18603, West Palm Beach, Florida 33416-8603. Various offices may exist for the Corporation, either within or outside Florida as the business of the corporation may require.

ARTICLE VI: REGISTERED AGENT

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

Gavin W. Hall
8396 Native Dancer East
Palm Beach Gardens, Florida 33418

ARTICLE VII: OFFICERS

The names and street addresses of the initial officers and directors, who shall hold office until they have elected and qualified successors, is as follows:

FILED
00 NOV 17 AM 10:00
TALLAHASSEE
SECRETARY OF STATE

EFFECTIVE DATE
01-01-01

Gavin W. Hall, President and COO
8396 Native Dancer East
Palm Beach Gardens, Florida 33418

Dietrich E. Stein, Vice President and CEO
243 Castlewood Drive, Apartment 1
North Palm Beach, Florida 33408

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 VIII: FISCAL YEAR

The Corporation's fiscal year shall begin with the first day of January in each year.

ARTICLE IX: AMMENDMENTS

The Corporation's directors shall have authority to alter, amend or repeal these articles, and shall have authority adopt new articles as the business of the Corporation requires.

ARTICLE X: INCORPORATOR

The name and address of the Incorporator of the Corporation shall be as follows:

William B. Hall
8396 Native Dancer East
Palm Beach Gardens, Florida 33418

IN WITNESS WHEREOF, I have hereunto set my hand this 15 day of November, 2000.

INCORPORATOR

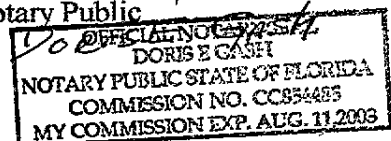
William B. Hall
William B. Hall

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me by William B. Hall who is personally known to me.

Witness my hand and official seal in the State last aforesaid this 15th day of November, 2000.

Doris E. Gash
Notary Public



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

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/agent, in the State of Florida.

1. The name of the corporation is SongSpy Corporation.
2. The name and address of the registered agent and office is:

Gavin W. Hall
8396 Native Dancer East
Palm Beach Gardens, Florida 33418-7728

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.

SIGNATURE _____

DATE 11-15-2000

FILED
00 NOV 17 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA