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ATTORNEYS AT LAW

December 19, 2000

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

FILED
00 DEC 26 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: M.A.J. Records, Inc.

Dear Sir or Madam:

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-12/26/00--01030--001
*****87.50 *****87.50

Enclosed is an original and one copy of the articles of incorporation for M.A.J. Records, Inc. as well as a check in the amount of \$87.50. Please contact me if you need any additional information or if you have any questions.

Sincerely,

Maribeth McNaull
Maribeth McNaull

/mem

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1-3-01
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ARTICLES OF INCORPORATION
OF
M.A.J. RECORDS, INC.

FILED
00 DEC 26 4:48:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation will be M.A.J. RECORDS, INC.

ARTICLE II

Principal Office

The principal office and mailing address for the corporation will be 923 McMullen Booth Road, Clearwater, Florida 33759.

ARTICLE III

Shares

The number of shares of stock that this corporation is authorized to have outstanding at any time is 100.

ARTICLE IV

Initial Registered Agent and Street Address

The name and address of the initial registered agent is Jeff Berlin, 923 McMullen Booth Road, Clearwater, Florida 33759.

ARTICLE V

Incorporators

The name and street address of the incorporator to these Articles of Incorporation is Jeff Berlin, 923 McMullen Booth Road, Clearwater, Florida 33759.

ARTICLE VI

Directors

This corporation initially will have one (1) director. The number of directors may be increased or decreased from time to time by the shareholders, provided that the corporation shall always have at least one director. The shareholders of the corporation may remove any director from office at any time with or without cause.

ARTICLE VII

Initial Director

The name and street address of the initial director of this corporation, who will serve until his successor(s) is/are duly elected and qualified, will be:

Jeff Berlin, 923 McMullen Booth Road, Clearwater, Florida 33759.

ARTICLE VIII

Initial Officer

The name and street address of the initial officer of this corporation, who will serve until his successor(s) is/are duly elected and qualified, will be:

President/Secretary/Treasurer:

Jeff Berlin, 923 McMullen Booth Road, Clearwater, Florida 33759.

ARTICLE IX

Purpose

The general purpose of this corporation will be to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE X

Powers

This corporation will have all powers conferred by the laws of the State of Florida upon corporations, including, but not limited to, the power:

- (a) To have perpetual succession by its corporate name;
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

(c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real and personal property or any interest therein, wherever situated;

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law;

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the laws of the State of Florida within or without this State;

(k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of the State of Florida, for the administration and regulation of the affairs of the corporation;

(m) To make donations for the public welfare or for charitable, scientific, or educational purposes;

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;

(o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

(p) To provide insurance for its benefit on the life of any of its directors, officers or employees, or on the life any shareholder for the purpose of acquiring at his

death shares of its stock owned by the shareholder or by the spouse or children of the shareholder;

(q) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise; and

(r) To have and exercise all other powers necessary or convenient to effect its purposes.

ARTICLE XI

Bylaws

(a) The power to adopt bylaws for this corporation, to alter, amend, or repeal said bylaws, and to adopt new bylaws will be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended, or repealed by vote of the shareholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by such vote.

(b) The bylaws of this corporation will be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided that the bylaws are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Florida or of the United States.

ARTICLE XII

Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 19th day of December, 2000.

Jeff Berlin
Jeff Berlin, Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 19th day of December, 2000, by JEFF BERLIN, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

(SEAL)

Mary Elizabeth Lesley
Signature of Person Taking Acknowledgment

Mary Elizabeth Lesley
Name of Person Taking Acknowledgment

Notary Public
Title or Rank

CC 618894
Serial Number



CERTIFICATE OF DESIGNATION OF 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/registered agent, in the State of Florida.

1. The name of the corporation is: M.A.J. RECORDS, INC.
2. The name and address of the registered agent and office is:

Jeff Berlin
923 McMullen Booth Road
Clearwater, Florida 33759

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00 DEC 26 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.



Jeff Berlin
Registered Agent

Date: 12/19/00