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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

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DIVISION OF CORPORATIONS
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FLORIDA PROFIT CORPORATION OR P.A.**RELOAD MUSIC, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

ARTICLES OF INCORPORATION OF INCORPORATION

RELOAD MUSIC, INC.

ARTICLE I NAME

The name of the corporation shall be: Reload Music, Inc.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact 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 PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

20826 San Simeon Way #57L North Miami, Florida 33179

ARTICLE IV SHARES

The number of shares of stock that this corporation is authorized to have outstanding and its par value at any one time is:

500 Common Shares at \$1.00 par value each.

ARTICLE V TERM OF EXISTENCE

This corporation is to exist perpetually.

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ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent is:

Christopher G. Bentley
20826 San Simeon Way #57L
North Miami, Florida 33179

ARTICLE VII OFFICERS AND DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

Christopher G. Bentley - President
20826 San Simeon Way # 57L
North Miami, Florida 33179

Mark Golding - Vice President
20826 San Simeon Way #57
North Miami, Florida 33179

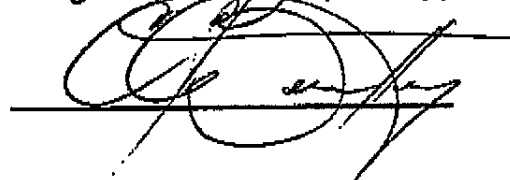
ARTICLE VIII INCORPORATORS

The name(s) and street address(es) of the incorporator(s) to these articles of incorporation are:

Christopher G. Bentley - President
20826 San Simeon Way #57L
North Miami, Florida 33179

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 31st day of January, 2001.

Signature of the incorporator(s)



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

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

Reload Music, Inc.

2. The name and address of the registered agent and office is:

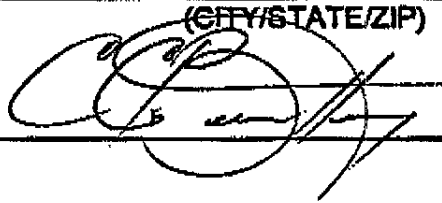
Christopher G. Bentley 20826 San Simeon Way #57L

(P.O. BOX NOT ACCEPTABLE)

North Miami, Florida 33179

(CITY/STATE/ZIP)

SIGNATURE:



TITLE: President

DATE: January 31, 2001

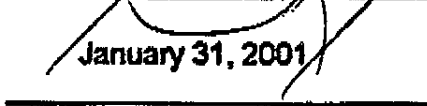
HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE:

A handwritten signature in black ink, appearing to be "C. J. [unclear]", written over a horizontal line.

DATE :

January 31, 2001

A second handwritten signature in black ink, appearing to be "C. J. [unclear]", written over the date and a horizontal line.

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