

**PD1000025490**  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FLORIDA 32314

RE: INCORPORATION OF NEW BUSINESS

GENTLEMEN:

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF INCORPORATION  
AND A CHECK IN PAYMENT OF  
INCORPORATION FEES AS FOLLOWS:

\$70.00 - FILING FEE  
8.75 - CERTIFICATE OF STATUS  
8.75 - CERTIFIED COPY

700003810437--1  
-03/07/01--01077--018  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

87.50 TOTAL CHECK

PLEASE RETURN THE CERTIFIED COPY OF THESE ARTICLES OF  
INCORPORATION TO OUR OFFICE AT:

MUSIC BY TDC, INC.  
273 CHANNING COURT  
NAPLES, FL 34110

FILED  
01 MAR - 7 PM 3:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*J. Burch* MAR 12 2001

**CERTIFICATE OF INCORPORATION**

**OF**

**MUSIC BY TDC, INC.**

**ARTICLE I**  
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**THE NAME OF THIS CORPORATION SHALL BE:**

**MUSIC BY TDC, INC.**

**ARTICLE II**  
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**THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS AND  
PERFORM ALL OF THE POWERS AND PRIVILEGES GRANTED CORPORATIONS  
UNDER THE LAWS OF THE STATE OF FLORIDA AND THE UNITED STATES  
OF AMERICA.**

**ARTICLE III**  
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**THE MAXIMUM NUMBER OF SHARES OF STOCK WHICH THIS CORPORATION  
IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME SHALL BE ONE  
THOUSAND (1,000) SHARES WITH A PAR VALUE OF ONE DOLLAR (\$1.00)  
AND SHALL BE CLASSIFIED AS FOLLOWS:**

<b>SERIES A</b>	<b>VOTING</b>	<b>1,000 SHARES</b>
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**ARTICLE IV**  
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**THIS CORPORATION SHALL BEGIN BUSINESS WITH A CAPITAL OF  
NOT LESS THAN ONE THOUSAND DOLLARS. (\$1,000.00).**

**FILED**  
**01 MAR -7 PM 3:45**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE V**

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**THIS CORPORATION SHALL EXIST PERPETUALLY.**

**ARTICLE VI**

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**THE NAME AND ADDRESS OF THE CORPORATION'S INITIAL REGISTERED  
AGENT IS:**

**THOMAS DECOURCEY  
273 CHANNING COURT  
NAPLES, FLORIDA 34110**

**ARTICLE VII**

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**THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION SHALL BE  
LOCATED AT:**

**273 CHANNING COURT  
NAPLES, FL 34110**

**AND MAY HAVE SUCH OTHER PLACES OF BUSINESS WITHIN AND WITHOUT  
THE STATE OF FLORIDA, OR IN FOREIGN COUNTRIES AS MAY BE NECESSARY  
OR CONVENIENT, AND AS MAY BE DETERMINED BY THE BOARD OF DIRECTORS  
OF THIS CORPORATION.**

**ARTICLE VIII**

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**THIS IS A CLOSE CORPORATION.  
THE CORPORATION WILL HAVE NO DIRECTORS AND BUSINESS  
SHALL BE CONDUCTED BY THE SHAREHOLDERS OF THIS  
CORPORATION.**

**ARTICLE IX**

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**THE NAMES AND POST OFFICE ADDRESSES OF THE PRESIDENT, VICE PRESIDENT, SECRETARY AND TREASURER, WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OF EXISTENCE OF THE CORPORATION, OR UNTIL THEIR SUCCESSORS ARE ELECTED PURSUANT TO THE CORPORATE BY-LAWS ARE AS FOLLOWS:**

<b>PRESIDENT</b>	<b>THOMAS DECOURCEY</b>	<b>273 CHANNING CT</b>	<b>NAPLES, FL</b>
<b>SEC/TREAS</b>	<b>THOMAS DECOURCEY</b>	<b>273 CHANNING CT</b>	<b>NAPLES, FL</b>

**ARTICLE X**

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**THE NAME AND ADDRESS OF THE SUBSCRIBER OF THIS CERTIFICATE OF INCORPORATION IS AS FOLLOWS:**

**THOMAS DECOURCEY  
273 CHANNING COURT  
NAPLES, FLORIDA 34110**

**I, THE UNDERSIGNED, BEING THE ORIGINAL SUBSCRIBER AND INCORPORATOR OF THE FOREGOING CORPORATION, DO HEREBY CERTIFY THAT THE FOREGOING CONSTITUTES THE CHARTER OF THE ABOVE CORPORATION.**

 3/1/01  
**THOMAS DECOURCEY  
INCORPORATOR**

**REGISTERED AGENT'S ACCEPTANCE**

**THE UNDERSIGNED, BY EXECUTION HEREOF, HEREBY ACCEPTS ALL OF THE DUTIES  
AND RESPONSIBILITIES OF A REGISTERED AGENT FOR MUSIC BY TDC, INC.  
A FLORIDA CORPORATION, IN ACCORDANCE  
WITH FLORIDA STATUTES, CHAPTER 48.091.**

  
**THOMAS DECOURCEY  
REGISTERED AGENT**