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Florida Department of State  
Division of Corporations  
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Katherine Harris, Secretary of State

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## To:

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

## From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
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## FLORIDA PROFIT CORPORATION OR P.A.

vpr music inc.

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

VRP MUSIC INC.

ARTICLE I - NAME

The name of this corporation is VRP Music, Inc.

ARTICLE II - DURATION

The duration of the corporation shall be perpetual and shall commence upon the signing and acknowledging of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue five hundred (500) shares of One Dollar (\$1.00) par value common stock. All stock of the corporation shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954 as added by the Small Business Tax Revision Act of 1958.

All of said stock shall be payable in cash, or property, other than stock or securities, in lieu of cash, or services, at a just valuation to be determined by the Board of Directors of this corporation.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3601 W. Commercial Boulevard, Suite 31, Fort Lauderdale, FL 33309, and the name of the initial registered agent of this corporation at that address is Eric R. Schwartz.

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**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

The name and address of the initial director of this corporation is:

Robert Halprin  
P.O. Box 388  
Ft. Lauderdale, FL 33302

**ARTICLE VIII - CORPORATE MAILING ADDRESS**

The principal mailing address of the corporation is:

1319 S. Andrews Avenue  
Ft. Lauderdale, FL 33316

**ARTICLE IX - INCORPORATOR**

The name and address of the person signing these Articles is:

Eric R. Schwartz  
3601 W. Commercial Boulevard, Suite 31  
Fort Lauderdale, FL 33309

and the name of the initial registered agent of this corporation at that address is Eric R. Schwartz.

**ARTICLE X - INDEMNIFICATION**

The corporation shall indemnify any officers or directors, or any former officers or directors, to the full extent permitted by law.

**ARTICLE XI - AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26<sup>th</sup> day of March, 2001.

  
ERIC R. SCHWARTZ

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of March, 2001, by ERIC R. SCHWARTZ, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did not take an oath.

My Commission Expires:

  
Notary Public



Marlene Kuehn  
MY COMMISSION & CREDENTIALS EXPIRES  
AUGUST 20, 2001  
BONDED THRU FLOYD HALL INSURANCE, INC.

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THE STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That VRP Music, Inc. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation in the Fort Lauderdale, Broward County, State of Florida, has named Eric R. Schwartz, located in Broward County, State of Florida, as its Registered Agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
ERIC R. SCHWARTZ

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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