

**P01000094405**

**Florida Department of State**  
**Division of Corporations**  
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**To:**  
 Division of Corporations  
 Fax Number : (850)205-0381

**From:**  
 Account Name : EMPIRE CORPORATE KIT COMPANY  
 Account Number : 072450003255  
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**FLORIDA PROFIT CORPORATION OR P.A.****MAG MUSIC DISTRIBUTION, INC.**

Certificate of Status	<b>0</b>
Certified Copy	<b>1</b>
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Estimated Charge	<b>\$78.75</b>

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ARTICLES OF INCORPORATION

OF

MAG Music Distribution, Inc.

ARTICLE I-NAME

The name of the corporation shall be:

MAG Music Distribution, Inc.

ARTICLE II-PRINCIPAL OFFICE

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

2857 E. Oakland Park Blvd.  
Ft. Lauderdale, FL 33306

ARTICLE III-CAPITAL STOCK

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

1,000 shares of the par value \$1.00 each

ARTICLE IV-INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Kevin H. Fabrikant  
1031 Ives Dairy Road  
Suite 228  
North Miami Beach, FL 33179

ARTICLE V- INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Michael Gagliardi  
2857 E. Oakland Park Blvd.  
Ft. Lauderdale, FL 33306

The undersigned has executed these Articles of Incorporation this 25 day of September 2001.

  
MICHAEL GAGLIARDI

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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/registered agent, in the State of Florida.

1. The name of the corporation is: MAG Music Distribution, Inc.
2. The name and address of the registered agent and office is:

Kevin Fabrikant  
1031 Ives Dairy Road  
Suite 228  
North Miami Beach, FL 33179

(as specified in Article IV of the Articles of Incorporation)

Signature: [Signature]

Title: Incorporator

Date: Sept. 25, 2001

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: [Signature]

Date: Sept. 25, 2001

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