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October 11, 2001

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

RE: XCLUSIV MUZIK, INC.

To whom it concerns:

I have enclosed Articles of Incorporation for Xclusiv Muzik, Inc. I have also enclosed a check in the amount of \$78.75 representing payment for filing fees, Registered Agent Designation, and a certified copy of the articles. Please return all correspondence to me at the letterhead address. If you have any questions concerning this correspondence, please contact me at the letterhead telephone number.

Sincerely,

A. Wellington Barlow, Esquire

AWB/sjl
Enclosure

FILED
01 OCT 15 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10-16-01
WC

FILED
01 OCT 15 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

XCLUSIV MUZIK, INC.

BY THESE ARTICLES OF INCORPORATION, the incorporator forms a corporation for profit under Florida Law.

ARTICLE I

The name of the corporation is **XCLUSIV MUZIK, INC.**

ARTICLE II

The corporation's existence shall be perpetual.

ARTICLE III

The purpose of this corporation is to conduct all legal business for which for profit corporations in the State of Florida can conduct. Also, to exercise the powers so enumerated in the by-laws and those powers now or hereafter granted to for profit corporations.

ARTICLE IV

This corporation is authorized to issue 1,000 shares of common stock of a par value of \$0.01 per share.

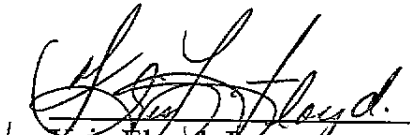
ARTICLE V

The initial registered agent for this corporation is Kris Floyd, and the initial registered office is located 518 Chancelor Drive Jacksonville, Fl. 32221. **This address shall also serve as the principal (office) & place business until another site can be located.**

ARTICLE VI

The name and address of the incorporator is Kris Floyd, 518 Chancelor Drive, Jacksonville, Florida 32221.

Dated this 25th day of September, 2001.


Kris Floyd, Incorporator

**STATE OF FLORIDA
COUNTY OF DUVAL**

The foregoing instrument was acknowledged before me on this 25th day of September 2001 by Kris Floyd.


Notary Public

My Commission Expires: _____




Deirdre A. Wallace
My Commission CC862581
Expires August 12, 2003

CONSENT OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above 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.

Dated this 25th day of September 2001.


Kris Floyd, Registered Agent
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