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02 JAN 11 AM 9:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 9, 2002

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****122.50 ****78.75

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

Re: Incorporation of: CAT BOX MUSIC MARKETING CORP.

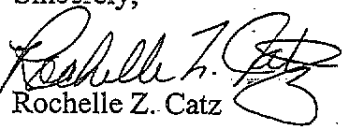
Dear Sir or Madam:

Enclosed find the original and duplicate copy of the proposed Articles of Incorporation for the above referenced corporation.

Also, enclosed find a check in the amount of \$122.50 to cover the cost of filing, charter tax, certified copy and Resident Agent Certificate.

Please endorse your approval of these Articles of Incorporation on the duplicate copy, certify same and return to this office. Thank you in advance for your assistance and cooperation in this matter.

Sincerely,


Rochelle Z. Catz

RZC/ms

Enclosures

6-514000 JAN 16 2002

**ARTICLES OF INCORPORATION
OF
CAT BOX MUSIC MARKETING CORP.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: **CAT BOX MUSIC MARKETING CORP.**

ARTICLE II PRINCIPAL OFFICE

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

201-A Ridgefield Ct.
Nashville, TN 37205

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Thousand (1,000).

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Rochelle Z. Catz
6361 Presidential Court, Suite B
Fort Myers, Florida 33919

ARTICLE V INITIAL DIRECTOR(S)

The initial Director(s) of the corporation are:

Shawn D. Catz
201-A Ridgefield Ct.
Nashville, TN 37205

Rochelle Z. Catz
6361 Presidential Ct., Suite B
Fort Myers, Fl 33919

ARTICLE VI INCORPORATOR

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

Rochelle Z. Catz
6361 Presidential Court, Suite B
Fort Myers, Florida 33919

The undersigned has executed these Articles of Incorporation this 9th day of January, 2002.


ROCHELLE Z. CATZ

Incorporator

**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:

CAT BOX MUSIC MARKETING CORP.

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

ROCHELLE Z. CATZ
6361 Presidential Court, Suite B
Fort Myers, Florida 33919

Signature: *Rochelle Z. Catz*

Title: Incorporator

Date: January 9, 2002

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: *Rochelle Z. Catz*

Date: January 9, 2002

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