

CORPORATE
ACCESS,
INC.

P020000013710

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Make It Rhyme, Inc.

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J. BRYAN FEB 7 2002

**ARTICLES OF INCORPORATION OF
MAKE IT RHYME, INC.**

ARTICLE I. NAME

The name of this Corporation shall be: MAKE IT RHYME, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of conducting any business authorized under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 100 shares of common capital stock with a par value of one (\$1.00) per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rate share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which shares are offered to others.

MICHELE J. HODKIN, P.A.
7900 Glades Road, Suite 650, Boca Raton, Florida 33434
Telephone (561) 477-5755
Florida Bar Number 974455

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TALLAHASSEE, FLORIDA

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge or encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation, at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails to accept, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by the corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be one

(1). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as the members of the initial Board of Director(s) are:

JANEL SCHWARTZ-4449 Brandywine Drive, Boca Raton, Florida 33487

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of the corporation's principal office and the address of this corporation's initial registered office shall be: Boca Raton, Florida . The name of the individual who shall serve as this corporation's initial registered agent at the address is: Janel Schwartz - 4449 Brandywine Drive, Boca Raton, Florida 33487.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: Janel Schwartz- 4449 Brandywine Drive, Boca Raton, Florida 33487.


ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments thereto. Any rights conferred upon the shareholders shall be the subject to this reservation.



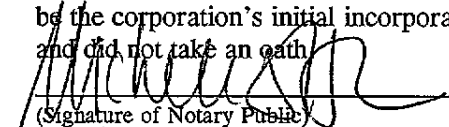
JANEL SCHWARTZ, Incorporator

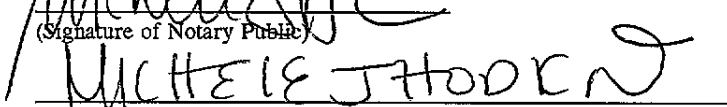
I, JANEL SCHWARTZ accept my designation as resident agent and agree to serve as the resident agent of MAKE IT RHYME, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for MAKE IT RHYME, INC.


JANEL SCHWARTZ
Registered Agent of MAKE IT RHYME

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 2 day of February, 2002 by JANEL SCHWARTZ as the individual who shall serve as this corporation's initial registered agent and who shall be the corporation's initial incorporator and who has produced a current driver's license as identification and did not take an oath.

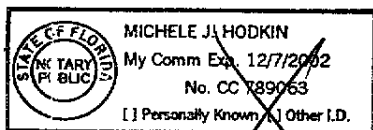

(Signature of Notary Public)


(Printed name of Notary Public)

Notary Public. Serial Number (if any):

My commission expires:

Seal:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA