

Division of Corporations

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**Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

MUSIC PLANET INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
MUSIC PLANET INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MUSIC PLANET INC.

The address of the principal office of this corporation shall be 4613 N. University Dr. Suite 324, Coral Springs, Florida 33067 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

The corporation may transact or engage in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

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ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 1387 Riverland, Ft. Lauderdale, Florida 33312 and the name of the initial registered agent of the corporation is JUAN A. COTERON, whose address is 1387 Riverland, Ft. Lauderdale, Florida 33312.

ARTICLE V. TERM OF EXISTENCE

This corporation shall exist in perpetuity.

ARTICLE VI. PREEMPTIVE RIGHTS

This corporation elects to have preemptive rights.

ARTICLE VII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and street address of the member of the Board of Directors is:

JUAN A. COTERON
whose addresses appear in Article VIII below.

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ARTICLE VIII - OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year, or until his successor is elected or appointed is:

PRESIDENT, SECRETARY, TREASURER

JUAN A. COTERON

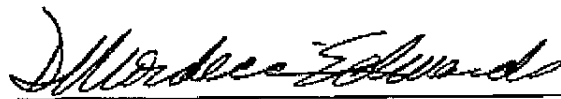
1387 Riverland

Ft. Lauderdale, Fl. 33312

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Deborah Mordecai Edwards, whose address is, 4960 S.W. 72nd Avenue, Suite 301, Miami Florida 33155.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on this 21st day of February, 2002.

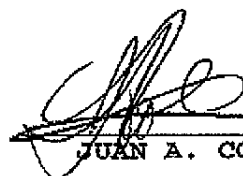


DEBORAH M. EDWARDS

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION

JUAN A. COTERON, having a mailing address of 1387 Riverland, Ft. Lauderdale, Fl. 33312, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


JUAN A. COTERON

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