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FILED

TRANSMITTAL LETTER

02 MAR 18 AM 9:34

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Certificate of Domestication for J & J Music Boxes, Inc.

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

800005114148--1
-03/18/02--01083--022
***128.75 ***128.75

FEES:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	<u>\$78.75</u>
Total to domesticate and file	\$128.75

OPTIONAL:

Certificate of Status	\$ 8.75
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FROM: GUY & YUDIN, LLP - JOHN S. YUDIN, Esq.

Name (Printed or typed)

55 East Ocean Blvd.

Address

Stuart, Fl 34994

City, State & Zip

(561) 286-7372

Daytime Telephone number

D. WHITE MAR 25 2002

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CERTIFICATE OF DOMESTICATION

FILED

The undersigned, James D. Miller, President,
(Name) (Title) SECRETARY OF STATE
of J & J Music Boxes, Inc. TALLAHASSEE FLORIDA
(Corporation Name) a foreign Corporation,
in accordance with F.S., 607.1801 does hereby certify:

1. The date on which corporation was first formed was January 6, 1997.
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was Commonwealth of Massachusetts.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was J & J Music Boxes, Inc..
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is J & J Music Boxes, Inc..
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was The Commonwealth of Massachusetts.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am President, of J & J Music Boxes, Inc.

and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 13 day of March, 2002.

James D Miller
(Authorized Signature)

Filing Fee:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

ARTICLES OF INCORPORATION
OF
J & J MUSIC BOXES, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of having formed a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE - NAME

The name of the Corporation is: J & J MUSIC BOXES

ARTICLE TWO - DURATION

The duration of the Corporation is perpetual.

ARTICLE THREE - PURPOSE

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which Corporations may be incorporated under the Florida Business Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE FOUR - CAPITAL STOCK

The aggregate number of shares which the Corporation authorized to issue is 1000 shares of common stock. Such shares shall be of a single class and shall have no par value. The initial shares of the Corporation shall be issued as follows:

ARTICLE FIVE - INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT

The street address of the initial Registered Office and principal office of the Corporation is 55 East Ocean Boulevard, Stuart, Florida 34994 and the name of its initial Registered Agent at that address is JOHN S. YUDIN, ESQ.

ARTICLE SIX - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors is two. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The names and addresses of the initial Directors of the Corporation are as follows:

JAMES D. MILLER
1394 SE HUFFMAN ROAD
PORT ST. LUCIE, FL 34952

JUDITH R. MILLER
1394 SE HUFFMAN ROAD
PORT ST. LUCIE, FL 34952

ARTICLE SEVEN - INCORPORATOR

The name and address of the Incorporator is as follows:

JAMES D. MILLER
1394 SE HUFFMAN ROAD
PORT ST. LUCIE, FL 34952

ARTICLE EIGHT - INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

ARTICLE NINE - RIGHTS OF INITIAL DIRECTORS

Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial

Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

ARTICLE TEN - TRANSFER RESTRICTIONS

NONE

ARTICLE ELEVEN - "S" CORPORATION ELECTION

The Corporation hereby reserves the right to "S" Corporation Election.

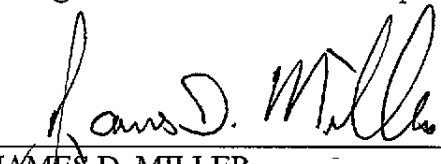
ARTICLE TWELVE - SECTION 1244 ELECTION

The Corporation hereby reserves the right to Section 1244 election.

ARTICLE THIRTEEN - COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.0123, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 13 day of March, 2002.



JAMES D. MILLER

STATE OF FLORIDA)

COUNTY OF MARTIN)

BEFORE ME, the undersigned authority, personally appeared JAMES D. MILLER, who is personally known to me and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

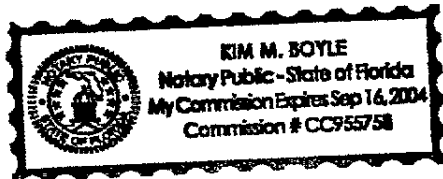
ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of J & J MUSIC
BOXES, INC. which is contained in the foregoing Articles of Incorporation.

DATED this 12/31st day of March, 2002.

John S. Judin
JOHN S. JUDIN, ESQ.

WITNESS my hand and official seal this 13 day of March, 2002.



Kim M. Boyle
Notary Public (Signature)

Kim M. Boyle
Typed, Printed or Stamped Name

00955758 / 9.16.04
Commission No./Expiration Date

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SECRETARY OF STATE
TALLAHASSEE FLORIDA