

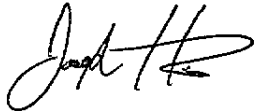
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Florida Department of State  
Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for Groovetrain, Inc., and a check in the amount of \$78.75 which includes the filing fee and a certified copy. Please return the Articles to the undersigned. Thank you.

Very truly yours,



Joseph Hanan  
344 Inner Harbor Circle  
Tampa, FL 33602

Enclosures

FILED  
02 MAY 16 PM 1:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

6/17/02

ARTICLES OF INCORPORATION  
OF  
GROOVETRAN, INCORPORATED

FILED  
02 MAY 16 PM 1: 25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: Groovetrain, Incorporated. The principal place of business of this corporation shall be 344 Inner Harbor Cir., Tampa, FL 33602.

ARTICLE II. NATURE OF BUSINESS

The operation of an entertainment enterprise and to engage or transact in any or all lawful activities or business permitted under the laws pertaining to corporations in the State of Florida or the United States.

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 \$.01 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 344 Inner

Harbor Cir., Tampa, FL 33602. The initial registered agent of the corporation at that address is Joseph Hanan.

#### ARTICLE V. TERM OF EXISTENCE

This corporation is to begin immediately and exist perpetually.

#### ARTICLE VI. SPECIAL PROVISION

It is the intent of the incorporators that the corporation will elect to be taxed as an S corporation under the terms of Sections 1361, et seq., Internal Revenue Code of 1986. Initial stock shall be designated as section 1244 stock.

#### ARTICLE VII. DIRECTORS

This corporation shall have 1 director, initially. The names and street addresses of the initial members of the Board of Directors is:

Joseph Hanan  
344 Inner Harbor Cir.  
Tampa, FL 33602.

#### ARTICLE VIII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Joseph Hanan, President and Secretary  
344 Inner Harbor Cir.  
Tampa, FL 33602.

ARTICLE IX. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

.Joseph Hanan, 344 Inner Harbor Cir. Tampa, FL 33602.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this

9<sup>th</sup> day of May, 2002.

Joseph Hanan

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of May,  
2002



Scot E. Samis  
Notary Public  
My Commission expires:

CERTIFICATE OF DESIGNATING REGISTERED AGENT

GROOVETRAN, INC., a corporation duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, has named Joseph Hanan with street address at , 344 Inner Harbor Cir., Tampa, FL 33602 as its agent to accept service of process within this State.

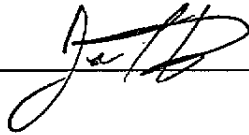
Dated: 5/9/02

Scot E. Samis

ACCEPTANCE OF APPOINTMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity this 9<sup>th</sup> day of

May, 2002.

  
\_\_\_\_\_

FILED  
02 MAY 16 PM 1:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA