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CHRISTOPHER J. SMITH
GARY L. SUMMERS
ROBERT Q. WILLIAMS

July 3, 2002

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

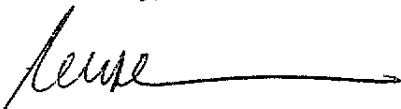
Re: Ethereal Music Revolution Records, Inc.

Dear Sir:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above-captioned corporation, along with a check in the amount of \$78.75 for the filing fee and a certified copy.

Please call with any questions.

Sincerely,



Robert Q. Williams

RQW/clc

[July 3, 2002/W:\WORD1\Corporations\transmittal ltr.wpd]

2002 JUL 8 AM 8:55
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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J. SMITH JUL 11 2002

ARTICLES OF INCORPORATION
OF
ETHEREAL MUSIC REVOLUTION RECORDS, INC.

02 JUL - 8 AM 8:55
STATE OF FLORIDA
DIVISION OF CORPORATIONS

The undersigned incorporator files these Articles of Incorporation in order to form a corporation under the Florida General Corporation Act.

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this corporation shall be Ethereal Music Revolution Records, Inc. The mailing address and principal office address of the corporation shall be 1406 Spartan Avenue, Leesburg, Florida 34748.

ARTICLE II

DURATION OF THE CORPORATION

The existence of this corporation shall be perpetual.

ARTICLE III

CORPORATE PURPOSE

The corporation is being organized for the transaction of any and all lawful business permitted under the Florida General Corporation Act and the laws of the United States.

ARTICLE IV

AUTHORIZED STOCK

The authorized stock of this corporation shall consist of 7,500 shares of common stock with a par value of \$1.00 per share.

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the registered agent and office of this corporation are as follows:

Robert Q. Williams
380 W. Alfred Street
Tavares, Florida 32778

ARTICLE VI

BOARD OF DIRECTORS

The corporation shall have 2 director(s) initially. The number of directors may be increased or decreased from time to time by amendment to the bylaws of the corporation, but shall never be less than one. The name(s) and address(es) of the person(s) who shall serve as the initial director is as follows:

Thomas V. Buchanan
Christopher R. Gregory

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator of this corporation are:

Thomas V. Buchanan
1406 Spartan Avenue
Leesburg, Florida 34748


ARTICLE VIII

PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares

the shareholder holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the price, terms and conditions of the issue of shares, and inviting the shareholder to exercise his, her, or its pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

EXECUTED this 18th day of June, 2002.

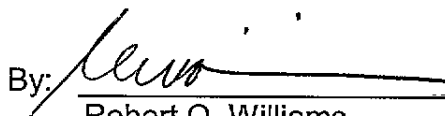


Thomas V. Buchanan
Incorporator

I hereby accept appointment as registered agent of Ethereal Music Revolution Records Inc. and I am familiar with the requirements of Section 607.0505, Florida Statutes.

02 JUL - 8 55

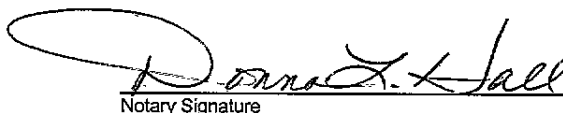
SECRETARY OF STATE
DIVISION OF CORPORATIONS

By: 

Robert Q. Williams
Williams, Smith & Summers, P.A.

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing Articles of Incorporation were acknowledged before me this 18th day of June, 2002, by Thomas V. Buchanan, as the Incorporator, [X] who is personally known to me or, [] who has produced _____ as identification.



Notary Signature

Printed Notary Signature
My Commission Expires:

[May 16, 2002/W:\WORD1\FORMS\Articles of Incorp - Ethereal Music.wpd]

