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TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 SEP 18 PM 12:46

August 6, 2002

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

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-09/18/02--01013--005
*****78.75 *****78.75

SUBJECT: BTLS RECORDINGS, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

<input type="checkbox"/> \$70.00	<input type="checkbox"/> \$78.75	<input checked="" type="checkbox"/> \$78.75	<input type="checkbox"/> \$87.50
Filing Fee	Filing Fee	Filing Fee	Filing Fee,
	& Certificate of Status	& Certified Copy	Certified Copy
			& Certificate of
			Status

ADDITIONAL COPY REQUIRED

FROM: BARBARA A. MURPHY
Name (Printed or typed)

10503 SAGO ROAD
Address

TAMPA FL 33618-4022
City, State & Zip

813-470-3367
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

D. WHITE SEP 19 2002

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**ARTICLES OF INCORPORATION
OF
BTLS RECORDINGS, INC.**

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be: BTLS RECORDINGS, INC.

ARTICLE II

Address

The address of the principal office and the mailing address of this corporation shall be:

5264 61st Avenue South
St. Petersburg, Florida 33715

ARTICLE III

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE IV

Purposes

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE V

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI

Registered Office and Registered Agent

The street address of the corporation's initial registered office is:

5264 61st Avenue South
St. Petersburg, Florida 33715

The name of the corporation's initial registered agent at such address is Bubba Clem.

The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE VII

Incorporators

The name and address of the incorporator of this corporation is as follows:

Bubba Clem
5264 61st Avenue South
St. Petersburg, Florida 33715

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TALLAHASSEE, FLORIDA

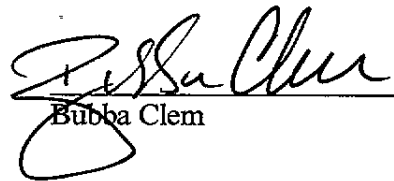
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ARTICLE VIII

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

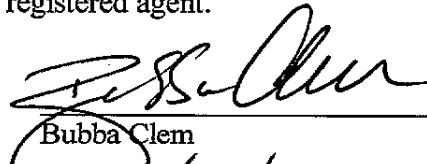
IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.


Bubba Clem

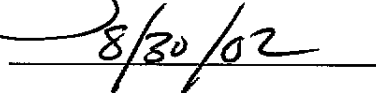
REGISTERED AGENT CERTIFICATE

Having been named to accept service of process for the above stated corporation, I hereby accept appointment as its agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature


Bubba Clem

Date:


8/30/02