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Fax Number : (850)205-0381

From:

Account Name : JEFFREY A. DOWD, P.A.
Account Number : I20010000246
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DIVISION OF CORPORATIONS

FLORIDA PROFIT CORPORATION OR P.A.

KOALA MUSIC PRODUCTS, INC.

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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
FOR
KOALA MUSIC PRODUCTS, INC.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a for profit corporation pursuant to Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation shall be KOALA MUSIC PRODUCTS, INC., (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall be formed for the purpose of engaging in any and all activities, which are not contrary to law.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation shall be 3320 Scherer Drive, St. Petersburg, Florida 33716 and the mailing address shall be the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is Jeffrey A. Dowd whose address is 550 North Reo Street, Suite 302, Tampa, Florida 33609-1065.

ARTICLE 5 - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon filing with the Secretary of State.

ARTICLE 6 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

JEFFREY A. DOWD, P.A.
COUNSELOR AND ATTORNEY AT LAW
www.dowdlaw.com
Post Office Box 6190
BRANDON, FLORIDA 33508-6190 - (813) 655-9193

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ARTICLE 7 - TERM OF EXISTENCE

This Corporation shall have a perpetual existence.

ARTICLE 8 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 9 - CORPORATE CAPITALIZATION

The initial number of shares authorized to be issued by the Corporation shall be **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

ARTICLE 10 - ISSUANCE OF ADDITIONAL SHARES AND PREEMPTIVE RIGHTS

The Board of Director(s) of the Corporation may authorize the issuance of additional shares for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

The Board of Director(s) of the Corporation may, by Amendment or by Restatement of the Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

Shareholders shall not have any preemptive rights to subscribe to or purchase any additional shares of any class, except that the Board of Director(s) may, in authorizing the issuance of additional shares may confer preemptive rights to all shareholders that the Board of Director(s) may deem advisable in connection with such issuance.

ARTICLE 11 - OFFICERS

The initial officers of the Corporation shall be as follows:

CEO:	James R. Spear, Jr.
President:	Steven R. Hodson
Secretary:	James R. Spear, Jr.
Treasurer:	James R. Spear, Jr.

whose address shall be the same as the principal office of the Corporation.

JEFFREY A. DOWD, P.A.
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ARTICLE 12 - DIRECTOR(S)

The initial Director(s) of the Corporation shall be:

James R. Spear, Jr.
Steven R. Hodson

whose address shall be the same as the principal office of the Corporation.

ARTICLE 13 - AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

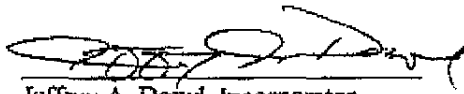
ARTICLE 14 - INDEMNIFICATION

The Corporation, upon a majority vote of the directors and shareholders, may indemnify a director, officer, employee or agent of the Corporation against any and all suits, claims, or judgments, including attorney fees and costs, to the fullest extent permitted by law.

ARTICLE 15 - REGISTERED OFFICE AND REGISTERED AGENT

The initial registered agent for the corporation shall be Jeffrey A. Dowd, P.A. whose address shall be the same as the registered office of the Corporation, which shall be located at 550 North Reo Street, Suite 302, Tampa, Florida 33609-1065.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 13 January 2003.


Jeffrey A. Dowd, Incorporator

JEFFREY A. DOWD, P.A.
COUNSELOR AND ATTORNEY AT LAW
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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Jeffrey A. Dowd, P.A. having a business office identical with the registered office of the Corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

JEFFREY A. DOWD, P.A.

By: 
Jeffrey A. Dowd, President

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