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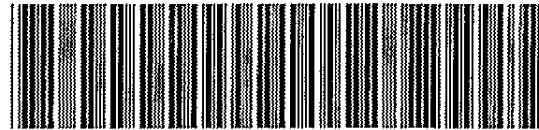
(Business Entity Name)

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HAROLD G. BECKS & ASSOCIATES

HAROLD G. BECKS
BRENDA J. PANNELL
L'TANYA M. BUTLER

3699 WILSHIRE BLVD., SUITE 1100
LOS ANGELES, CALIFORNIA 90010
TELEPHONE: (213) 385-9852
FACSIMILE: (213) 385-1370

January 3, 2003

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

Re: Articles of Incorporation/Man Up Records, Inc.

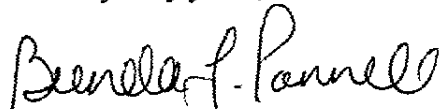
To whom it may concern:

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check for \$78.75.

Please send a certified copy of the approved articles to:

Brenda J. Pannell, Incorporator
c/o Harold G. Beck & Associates
3699 Wilshire Blvd., Ste. 1100
Los Angeles, California 90010

Very truly yours,


Brenda J. Pannell

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit):

ARTICLE I NAME:

The name of the corporation shall be: **MAN UP RECORDS, INC.**

ARTICLE II PRINCIPAL OFFICE:

The principal place of business is: 1527 Bert Drive, Ft. Meyers, Florida, 33916
The mailing address is: 143 Diapian Bay, Alameda, California 94502

ARTICLE III PURPOSE:

The purpose for which the corporation is organized is to engage in any and all lawful business.

ARTICLE IV SHARES:

The number of shares of stock is: 1000

ARTICLE V INITIAL OFFICERS/DIRECTORS (optional):

ARTICLE VI REGISTERED AGENT:

The name and Florida street address of the registered agent is: Annie Davis, 1527 Bert Drive, Ft. Meyers, Florida, 33916.

ARTICLE VII INCORPORATOR:

The name and address of the Incorporator is: Brenda J. Pannell, Esq., 3699 Wilshire Blvd., Ste. 1100, Los Angeles, California 90010.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Annie Davis
Annie Davis/Registered Agent

12/14/02
DATE

Brenda J. Pannell
Brenda J. Pannell/Incorporator

12/20/02
DATE

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