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FLORIDA PROFIT CORPORATION OR P.A.

ROTTEN RECORDS INC.

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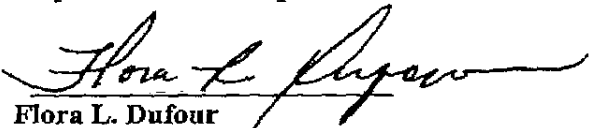
ARTICLES OF INCORPORATION**OF****ROTTEN RECORDS INC.**

THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607, of the Revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is
ROTTEN RECORDS INC.
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is *100 common shares with no par value.*
5. The principal address and mailing address of the corporation will be:
4094 Clock Tower Drive, Port Orange, FL 32129-5287
6. Its registered office in the State of Florida is to be located at **4094 Clock Tower Drive, Port Orange, FL 32129-5287** its registered agent at such address is: **Jonathan Edwards**
7. The name and address of each person who shall serve as Director is as follows:
Jonathan Edwards, 4094 Clock Tower Drive, Port Orange, FL 32129-5287
8. The name and address of the sole incorporator is: *Flora L. Dufour c/o*
BlumbergExcelsior Corporate Services, Inc., 62 White Street, NY 10013

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated February 19, 2003


Flora L. Dufour
Sole Incorporator

BlumbergExcelsior Corporate Services, Inc.
62 White Street New York, NY 10013

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ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I, the undersigned, do hereby accept appointment as Registered agent of
ROTTEN RECORDS INC. the within named corporation.

Dated: February 19, 2003


Jonathan Edwards

BlumbergExcelsior Corporate Services
63 white Street
New York, NY 10013
212-431-5000

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