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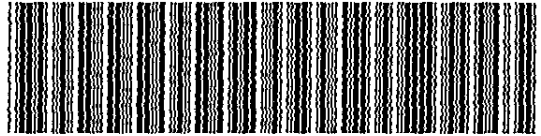
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-9-03
23

ZELLER & ASSOCIATES, L.L.C.

Ronald J. Zeller, Esq.

James J. Cooney, Esq. (1938-2000)

Of Counsel:

A. Faxon Henderson, Esq.

Richard H. Olsen, Esq.

ESPERANTE' BUILDING

222 LAKEVIEW AVENUE, SUITE 260

WEST PALM BEACH, FLORIDA 33401

TELEPHONE: (561) 802-4480

TELEFAX: (561) 802-4387

E-MAIL: zellerlawfirm@cs.com

June 26, 2003

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

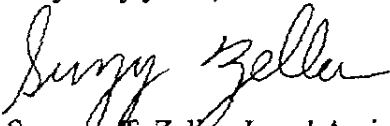
Dear Secretary of State:

Enclosed please find the original and one copy of the Articles of Incorporation for Music Industry TakeOver, Inc., for filing. Also enclosed please find our Check in the amount of \$70.00, for filing fees for the following:

1. Articles of Incorporation- \$35.00
2. Designation of and acceptance by registered agent- \$35.00

If you should have any questions, please contact me at the above referenced number.

Very truly yours,



Suzanne T. Zeller, Legal Assistant

RJZ:stz

w/Enclosures

ARTICLES OF INCORPORATION
OF
MUSIC INDUSTRY TAKEOVER, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this Corporation shall be Music Industry TakeOver, Inc.

ARTICLE II

Purpose

This Corporation is organized for the following purposes;

(a) This Corporation may engage in development of internet software for the licensing, and promotion of musical artists and their works and related activities and any or all other lawful activities related thereto, and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto; and

(b) For the purpose of transacting any or all other lawful business.

ARTICLE III

Capital Stock

This Corporation is authorized to issue 10,000 shares of \$.10 per share par value common stock.

ARTICLE IV

Preemptive Rights

There shall be no preemptive rights.

ARTICLE V

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VI

Initial Registered Office and Agent

The business and mailing address of the Corporation and street address of the initial registered office of this Corporation is 222 Lakeview Avenue, Suite 260, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation at that address is Ronald J. Zeller, Esq.

ARTICLE VII

Initial Board of Directors

This Corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the Board of Directors pursuant to the By-laws but shall never be less than (1). The names and addresses of the initial directors of this Corporation are as follows:

William J. Berthiaume
P.O. Box 212736
Royal Palm Beach, Florida 33411

Rene Aristorenas
6496 Barton Creek Circle
Lake Worth, Florida 33463

ARTICLE VIII

By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

Indemnification

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE X

Special Provisions

The following special provisions shall govern this Corporation:

A. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office of directorship in this Corporation.

B. No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the Corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction or the Corporation or in which the Corporation is interested; and no contract, act, transactions of the Corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or other corporation in which he may be in any way interested.

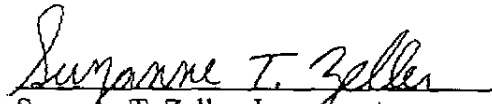
ARTICLE XI

Incorporator

The name and address of the person signing these Articles is as follows:

Suzanne T. Zeller
222 Lakeview Avenue, Suite 260
West Palm Beach, Florida 33401

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28th day of June, 2003.


Suzanne T. Zeller, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

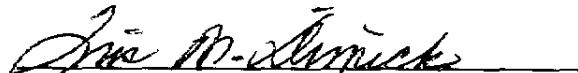
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Suzanne T. Zeller, personally known to me and who did not take an oath; and who acknowledged signing the foregoing Articles of Incorporation for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 28th day of June, 2003.

(SEAL)



IRIS M. DIMICK
MY COMMISSION # DD 168773
EXPIRES: December 25, 2006
Bonded Thru Budget Notary Services


Iris M. Dimick
My Commission Expires: 12/25/2006

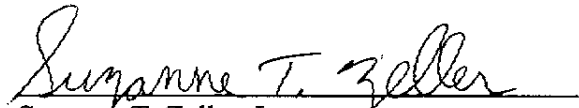
CERTIFICATE DESIGNATING PLACE OF BUSINESS

OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA


NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: THAT MUSIC INDUSTRY TAKEOVER, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN PALM BEACH COUNTY, STATE OF FLORIDA, HAS NAMED RONALD J. ZELLER, ESQ., LOCATED AT 222 LAKEVIEW AVENUE, SUITE 260, WEST PALM BEACH, FLORIDA 33401, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


Suzanne T. Zeller, Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES.


Ronald J. Zeller, Esq.
Registered Agent
Dated: June 25, 2003