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CORPORATION SERVICE COMPANY™

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 166888 7127284

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Knight

ORDER DATE : July 14, 2003

ORDER TIME : 9:45 AM

ORDER NO. : 166888-015

CUSTOMER NO: 7127284

CUSTOMER: Ms. Alison Miller
Stutsman & Thames, P.a.

Suite 600
121 West Forsyth Street
Jacksonville, FL 32202

DOMESTIC FILING

NAME: STAR MUSIC RETAILERS, INC. I

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS: _____

LAW OFFICES
STUTSMAN & THAMES
PROFESSIONAL ASSOCIATION
121 WEST FORSYTH STREET, SUITE 600
JACKSONVILLE, FLORIDA 32202

NINA M. LAFLEUR
BRADLEY R. MARKEY
ALISON R. MILLER
BRUCE E. STUTSMAN
LORETTA Z. TALBERT
RICHARD R. THAMES

TELEPHONE
904-358-4000
FACSIMILE
904-358-4001
SENDER'S EXT.: 22
E-MAIL: ARMILLER@STUTSMAN-THAMES.COM

July 11, 2003

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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TALLAHASSEE FLORIDA
CLERK OF STATE

Re: Filing of Articles of Organization and Articles of Incorporation;
Our File No.: 1281.2822

Ladies and Gentlemen:

Enclosed for filing are the original and one copy of the following documents:

- (i) Articles of Organization for Star Funding, LLC, including the Certificate Designating Registered Agent and Registered Office attached thereto;
- (ii) Articles of Incorporation for Star Music Retailers, Inc. I, including the Certificate Designating Registered Agent and Registered Office attached thereto;
- (iii) Articles of Incorporation for Star Music Retailers, Inc. II, including the Certificate Designating Registered Agent and Registered Office attached thereto;
- (iv) Articles of Incorporation for Star Music Retailers, Inc. III, including the Certificate Designating Registered Agent and Registered Office attached thereto; and
- (v) Articles of Incorporation for Star Music Retailers, Inc. IV, including the Certificate Designating Registered Agent and Registered Office attached thereto.

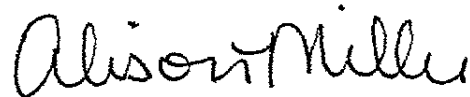
Accompanying the enclosed documents is a check from Corporation Services Company for the necessary filing fees.

We would appreciate your filing the original sets of Articles in accordance with the usual procedure, and your returning to this office a certified copy of each set of filed Articles.

Department of State
Division of Corporations
July 11, 2003
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Please contact the undersigned if you have any questions concerning the enclosed items.
Thank you very much for your assistance.

Sincerely,

A handwritten signature in cursive script that reads "Alison Miller". The signature is written in dark ink and is positioned above the printed name.

Alison R. Miller

Enclosures

Hand Delivered By Representatives
of Corporation Services Company

**ARTICLES OF INCORPORATION
OF
STAR MUSIC RETAILERS, INC. I**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I-NAME

The name of this Corporation is Star Music Retailers, Inc. I.

ARTICLE II-PRINCIPAL OFFICE

The street address of the initial principal office of this Corporation is 506 N. Spoonbill Drive, Sarasota, Florida 34236.

ARTICLE III-SHARES

This Corporation is authorized to issue One Thousand (1,000) shares of common stock, all of which shall be of the par value of One Cent (\$.01) per share.

ARTICLE IV-INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered office of this Corporation is 121 West Forsyth Street, Suite 600, Jacksonville, Florida 32202, and the name of its initial registered agent at such address is Stutsman & Thames, P.A.

ARTICLE V-INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Bruce E. Stutsman, c/o Stutsman & Thames, P.A., 121 W. Forsyth Street, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11th day of July, 2003.

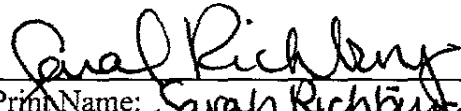


BRUCE E. STUTSMAN

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 11th day of July, 2003, by Bruce E. Stutsman, who is personally known to me.

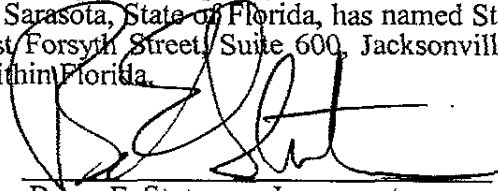



Print Name: Sarah Richburg
Notary Public
State and County aforementioned
My commission expires: 11/27/05
Commission No. DD 074588

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That Star Music Retailers, Inc. I, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Sarasota, State of Florida, has named Stutsman & Thames, P.A., whose street address is 121 West Forsyth Street, Suite 600, Jacksonville, Florida 32202, as its agent to accept service of process within Florida.

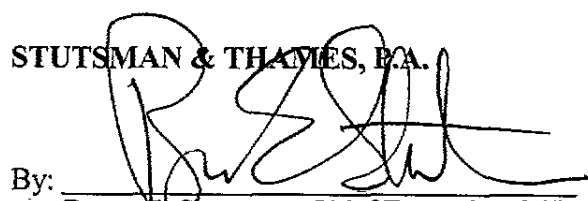


Bruce E. Stutsman, Incorporator

Date: July 11, 2003

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and is familiar with and accepts the obligations of the position as registered agent.

STUTSMAN & THAMES, P.A.



By: Bruce E. Stutsman, Chief Executive Officer

Date: July 11, 2003

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TALLAHASSEE FLORIDA