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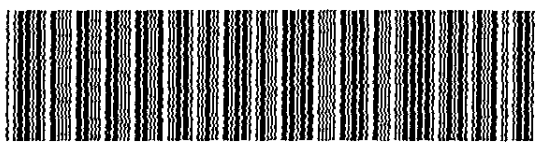
(Business Entity Name)

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07/17/03--01038--006 **87.50

FILED
2003 JUL 17 AM 10:01
STATE OF FLORIDA
TALLAHASSEE

7/18/03

**NOTEWORTHY MUSIC CORP
6515 STILLWATER AVENUE
COCOA, FLORIDA 32927**

FILED

2003 JUL 17 AM 10:01

SECRETARY OF STATE
TALLAHASSEE FLORIDA

JULY 15, 2003

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

SUBJECT: NOTEWORTHY MUSIC CORP

DEAR SIR:

ENCLOSED PLEASE FIND THE FOLLOWING

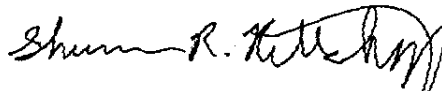
1. THE ORIGINAL AND ONE COPY OF THE ARTICLES OF INCORPORATION FOR THE SUBJECT CORPORATION. PLEASE CERTIFY ONE COPY AND RETURN IT TO THE REGISTERED AGENT.
2. OUR CHECK IN THE AMOUNT OF \$87.50 TO COVER THE FILING FEE.
3. DESIGNATION OF REGISTERED AGENT.

KINDLY ACKNOWLEDGE FILING OF THESE ARTICLES OF INCORPORATION, IN COMPLIANCE WITH FLORIDA LAW AND RETURN THE CERTIFIED COPY OF THE ARTICLES OF INCORPORATION TO THE UNDERSIGNED.

THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

SINCERELY,

NOTEWORTHY MUSIC CORP



SHANNON R RETTSCHLAG

FILED

ARTICLES OF INCORPORATION OF
NOTEWORTHY MUSIC CORP

2003 JUL 17 AM 10: 01

SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED INCORPORATORS, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I. NAME

THE NAME OF THE CORPORATION SHALL BE:
NOTEWORTHY MUSIC CORP

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

THE PRINCIPAL OFFICE OF THE CORPORATION IS LOCATED AT **6515 STILLWATER AVENUE, COCOA, FLORIDA 32927**, AND THE MAILING ADDRESS OF THE CORPORATION IS THE SAME.

ARTICLE III. PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY OR ALL LAWFUL BUSINESS.

ARTICLE IV. SHARES

THIS CORPORATION IS AUTHORIZED TO ISSUE 10000 SHARES OF \$10,000.00 PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED "COMMON SHARES"

ARTICLE V. INITIAL OFFICERS/ DIRECTORS

THIS CORPORATION SHALL HAVE TWO INITIAL OFFICERS AND TWO BOARD OF DIRECTOR MEMBERS. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BYLAWS BUT NEVER SHALL BE LESS THAN ONE.
THE NAME AND ADDRESS OF THE INITIAL OFFICERS ARE:

SHANNON R RETTSCHLAG
6515 STILLWATER AVENUE
COCOA, FLORIDA 32927

LAURA F RETTSCHLAG
6515 STILLWATER AVENUE
COCOA, FLORIDA 32927

THE NAMES AND ADDRESS OF THE DIRECTORS ARE:

SHANNON R RETTSCHLAG
6515 STILLWATER AVENUE
COCOA, FLORIDA 32927

LAURA F RETTSCHLAG
6515 STILLWATER AVENUE
COCOA, FLORIDA 32927

ARTICLE VI. REGISTERED AGENT

THE NAME AND FLORIDA STREET ADDRESS OF THE REGISTERED AGENT
IS: LOUIS VENUTI
400 ORANGE STREET
TITUSVILLE, FL 32796

ARTICLES VII. INCORPORATOR

THIS CORPORATION SHALL HAVE TWO INCORPORATORS.
THE NAMES AND ADDRESS OF THE INCORPORATORS OF THIS
CORPORATION ARE:

SHANNON R RETTSCHLAG
6515 STILLWATER AVENUE
COCOA, FLORIDA 32927

LAURA F RETTSCHLAG
6515 STILLWATER AVENUE
COCOA, FLORIDA 32927

ARTICLE VIII. AMENDMENTS

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY
PROVISION CONTAINED IN THESE ARTICLES OF INCORPORATION, OR
ANY AMENDMENT HERETO, BY A MAJORITY VOTE OF THE BOARD OF
DIRECTIORS.

THE UNDERSIGNED INCORPORATOR HAVE EXECUTED THESE ARTICLES
OF INCORPORATION THIS 15TH DAY OF JULY 2003.


SHANNON R RETTSCHLAG


LAURA F RETTSCHLAG

FILED

2003 JUL 17 AM 10:01

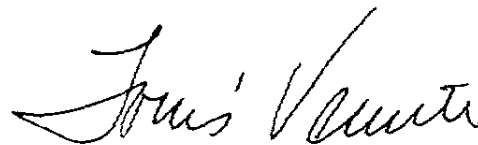
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS:
NOTEWORTHY MUSIC CORP.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:
**LOUIS VENUTI
400 ORANGE STREET
TITUSVILLE, FL 32796**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



LOUIS VENUTI
JULY 15, 2003