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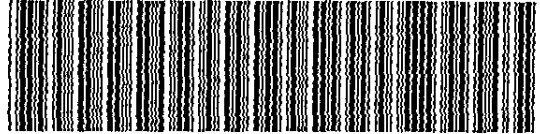
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JOHNNY KINCAIDE, P.A.

A PROFESSIONAL ASSOCIATION
ATTORNEY AT LAW
COURTHOUSE PLAZA - ELEVENTH FLOOR
28 WEST FLAGLER STREET
MIAMI, FLORIDA 33130
Tel: (305) 374-6518
Fax: (305) 373-5613

July 18, 2003

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

Re: **TRANSMITTAL LETTER- ALL PRO MUSIC, INC.**

To Whom It May Concern:

Enclosed, for filing, please find the Articles of Incorporation of ALL PRO MUSIC, INC., along with an additional copy and check no. 1014 payable to the Secretary of State in the amount of the prescribed filing fee.

Please call should you require anything further.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Johnny Kincaide', with a stylized flourish at the end.

Johnny Kincaide, Esq

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ALL PRO MUSIC, INC.

Pursuant to Section 607, Florida Statutes, the Articles of Incorporation of **ALL PRO MUSIC, INC.**, a Florida corporation, are as follows:

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation (the "Corporation") shall be **ALL PRO MUSIC, INC.**, and its principal place of business shall be 2122 Dorson Way, Delray Beach, Florida 33445.

ARTICLE II

CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of common stock, having a par value of one cent (\$0.01) per share.

ARTICLE III

REGISTERED OFFICE AND AGENT


The registered office of this Corporation shall be located at 28 West Flagler Street, 11th Floor, Miami, Florida 33130, and the registered agent of this Corporation at that address shall be Johnny Kincaide, Esq.

ARTICLE IV

INCORPORATOR

The name and address of the incorporator is Johnny Kincaide, Esq., 28 West Flagler Street, 11th Floor, Miami, Florida 33130.

Having been named as registered agent to accept service of process for the 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.

 7/18/03
Signature/Registered Agent Date

 7/18/03
Signature/Incorporator Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA