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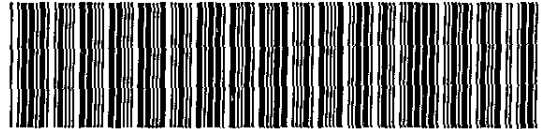
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-1-03

Gary Siegel, Esq.

ATTORNEY AND COUNSELOR OF LAW

6500 SOUTH HIGHWAY 17-92
~~6500 SOUTH HIGHWAY 17-92~~
FERN PARK, FLORIDA 32730
407/331-5848
FAX 407/339-0774

November 14, 2003

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

Re: PHAZE 12 RECORDINGS, INC.


To Whom it May Concern:

Enclosed herewith, please find an original and one copy of the Articles of Incorporation of the above-named corporation along with a check in the amount of \$70.00 to cover the following expenses:

Filing Fee:	\$20.00
Registered Agent Fee:	20.00
Certified Copy:	<u>30.00</u>
Total:	\$70.00

Please file same and forward a confirmation of the filing of this corporation to me at your earliest convenience. Thank you for your assistance and cooperation.

Sincerely,


GARY SIEGEL, ESQUIRE

GS/clf
Enclosures

ARTICLES OF INCORPORATION

OF

PHAZE 12 RECORDINGS, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I. NAME. The name of the corporation shall be PHAZE
12 RECORDINGS, INC.

ARTICLE II. DURATION. The corporation shall exist
perpetually.

ARTICLE III. PURPOSE. The purpose of this corporation is for
recording, distribution of music and various other musical
services, and for the transaction of any lawful business for which
corporations may be incorporated under the law of the State of
Florida.

ARTICLE IV. CAPITAL STOCK. This corporation is authorized to
issue One Hundred (100) shares of common stock with One Dollar
(\$1.00) par value per share, and the consideration to be paid for
each share shall be fixed by the Board of Directors.

ARTICLE V. INITIAL REGISTRATION OFFICE AND AGENT. The street
address of the principal office is 1178 Quintuplet Drive,
Casselberry, FL 32707, and the mailing address of the principal
office of this corporation is 1178 Quintuplet Drive, Casselberry,
FL 32707. The name of the Initial Registered Agent is MATTHEW S.
YATES, located at 1178 Quintuplet Drive, Casselberry, FL 32707.

ARTICLE VI. INITIAL BOARD OF DIRECTORS. This corporation
shall have one (1) director(s) initially. The number of
directors may never be less than one (1). The name and address of
the initial director(s) of this corporation is/are:

MATTHEW S. YATES
1178 Quintuplet Drive
Casselberry, FL 32707

ARTICLE VII. INITIAL OFFICERS.

President: MATTHEW S. YATES
V. President: MATTHEW S. YATES
Secretary: MATTHEW S. YATES
Treasurer: MATTHEW S. YATES

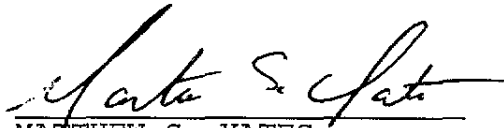
ARTICLE VIII. INITIAL SHAREHOLDERS. Shares of capital:

MATTHEW S. YATES 100 Shares

ARTICLE IX. INCORPORATOR NAME AND ADDRESS: The incorporator's name is/are MATTHEW S. YATES, and the incorporator's address is/are 1178 Quintuplet Drive, Casselberry, FL 32707.

ARTICLE X. AMENDMENT. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

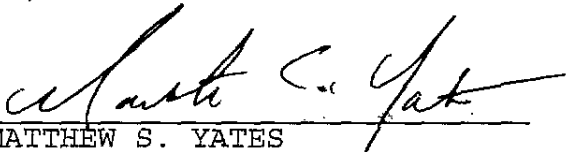
IN WITNESS WHEREOF, the undersigned Incorporator(s) has/have executed these Articles of Incorporation this 10 day of November, 2003.


MATTHEW S. YATES

ACCEPTANCE OF REGISTERED AGENT

I, MATTHEW S. YATES, have been named to act as the Registered Agent to accept service of process for PHAZE 12 RECORDINGS, INC., designated by the corporation, I accept to act in this capacity and to comply with the provisions of said act relative to keeping said office open.

DATED THIS 10 day of November, 2003.


MATTHEW S. YATES

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TALLAHASSEE, FLORIDA