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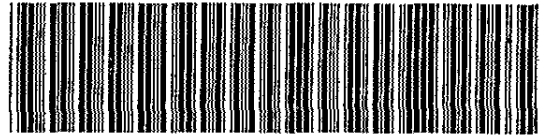
(Business Entity Name)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Carleton L. Weidemeyer
ATTORNEY AND COUNSELOR AT LAW

501 SOUTH FT. HARRISON AVENUE
LEGAL ARTS BLDG., SUITE ONE
CLEARWATER, FL 33756
Phone: (727) 447-3852 Fax: (727) 443-1424

December 12, 2003

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

RE: American's Youngest Jazz Band, Inc.

Dear Sirs:

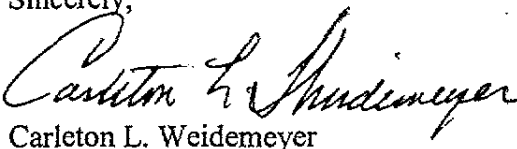
Enclosed please find an original and one copy of the Articles of Incorporation for the above company. Please file the original in your office and return to us one certified copy.

We are enclosing a check in the amount of \$78.75 covering:

\$35.00 - Filing Fee
\$35.00 - Certificate Designating Registered Agent
\$ 8.75 - Certified Copy

I thank you for your prompt attention to this matter and if you have any questions, do not hesitate to contact my office.

Sincerely,


Carleton L. Weidemeyer

Enclosures
CLW/cw

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ARTICLES OF INCORPORATION
OF
AMERICA'S YOUNGEST JAZZ BAND, INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be AMERICA'S YOUNGEST JAZZ BAND, INC., and the principal place of business of this corporation shall be:

1129 Pelican Place
Safety Harbor, FL 34695

ARTICLE II

NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III

CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is 100.00 shares common stock at \$5.00 par value.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall exist perpetually as of the date of acceptance and filing of these Articles by the Secretary of the State of Florida.

ARTICLE V

SHAREHOLDERS

The management of the Corporation shall be by the Shareholders, rather than by a Board of Directors, as authorized by Law.

ARTICLE VI
INCORPORATOR

The name and street address of the incorporators to these Articles of Incorporation are:

SONNY LaROSA
1129 Pelican Place
Safety Harbor, FL 34695

ARTICLE VII
INDEMNIFICATION

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

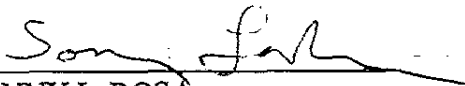
ARTICLE VIII
BYLAWS

The initial Bylaws shall be adopted by the Shareholders. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the shareholders.

ARTICLE IX
AMENDMENT

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

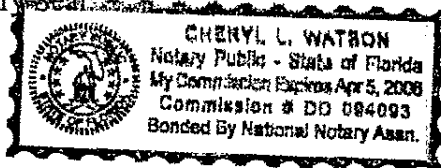
IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 12 day of December, 2003.

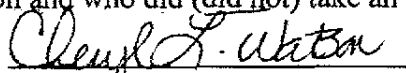

SONNY LaROSA,
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged and sworn to before me this 12 day of December, 2003, by SONNY LaROSA, who are personally known to me or who have produced n/a as identification and who did (did not) take an oath.

Notary Seal: _____




Cheryl L. Watson
Notary Public

CERTIFICATE DESIGNATING RESIDENT AGENT

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statements in designating the registered agent, in the State of Florida.

1. The name of the corporation is AMERICA'S YOUNGEST JAZZ BAND, INC.
2. The name and address of the registered agent is, SONNY LaROSA, 1129 Pelican Place, Safety Harbor, FL 34695.
3. Having been named to accept services 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 provision of all Statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 Florida Statutes.


SONNY LaROSA

Dated: December 12, 2003

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