

**Electronic Articles of Incorporation
For**

P04000042530
FILED
March 08, 2004
Sec. Of State

XM ENTERTAINMENT, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

XM ENTERTAINMENT, INC.

Article II

The principal place of business address:

P.O. BOX 26461
TAMARAC, FL. US 33320

The mailing address of the corporation is:

P.O. BOX 26461
TAMARAC, FL. US 33320

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

1

Article V

The name and Florida street address of the registered agent is:

BRYANT DONNELL JR.
9923 NW 65TH CT
TAMARAC, FL. 33320

I certify that I am familiar with and accept the responsibilities of registered agent.

**P04000042530
FILED
March 08, 2004
Sec. Of State**

Registered Agent Signature: DONNELL BRYANT, JR.

Article VI

The name and address of the incorporator is:

DONNELL BRYANT, JR.
9923 NW 65TH CT
TAMARAC, FL 33321

Incorporator Signature: DONNELL BRYANT, JR.

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
DONNELL BRYANT JR.
9923 NW 65TH CT
TAMARAC, FL. 33321 US

Title: VP
BERENICE J MCCALL
4931 NW 12TH CT
LAUDERHILL, FL. 33313 US

Article VIII

The effective date for this corporation shall be:

03/03/2004