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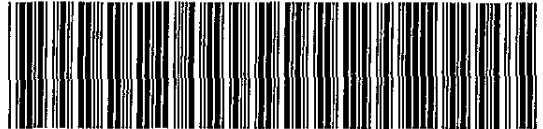
(Business Entity Name)

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06/11/04--01005--013 **78.75

EFFECTIVE DATE
06/04/2004

SECRET
TALLAHASSEE, FLORIDA

04 JUN 11 PM 3:22

FILED

AA 6/11/04

**FISHER, RUSHMER, WERREN RATH,
DICKSON, TALLEY & DUNLAP, P.A.
ATTORNEYS AT LAW**

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June 4, 2004

Brian K. McClain
Internet Address: BMCCCLAIN@FISHERLAWFIRM.COM

Florida Department of State
Division of Corporations
P.O. Box 6250
Tallahassee, FL 32314

Re: Incorporation of BassGroove Music, Inc.
Our File 999-1396

Dear Sir or Madam:

Enclosed please an original and one copy of the Articles of Incorporation of BassGroove Music, Inc. for filing. Also enclosed is a check made payable to your office in the amount of \$78.75. Please do establish this corporation in the State of Florida. Please also direct a certified copy of the charter back to the undersigned by means of the also enclosed pre-addressed/stamped envelope evidencing the date at which the entity was officially incorporated. Please do not hesitate to contact the undersigned with questions in any regard.

Very truly yours,



Brian K. McClain

BKM/jb
Enclosure

L:\BKM\Marshall (Alter Bridge)\Letters\FlaSecyState.060204.wpd

EFFECTIVE DATE
06/04/2004

ARTICLES OF INCORPORATION
OF
BASSGROOVE MUSIC, INC.

FILED

04 JUN 11 PM 3:22

TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, Brian Marshall, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of this corporation is BASSGROOVE MUSIC, INC.

ARTICLE II

The existence of the corporation shall commence on June 4, 2004.

ARTICLE III

The street address of the principal office of the corporation is 37900 Apiary Rd., Grand Island, FL 32735.

ARTICLE IV

The maximum number of shares this corporation is authorized to issue is 100, par value \$1.00 per share, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. Initially the sole shareholder shall be Brian Marshall at 37900 Apiary Rd., Grand Island, FL 32735.

ARTICLE V

There will initially be one director of the corporation that will constitute the entire Board of Directors, and that shall be Brian Marshall at 37900 Apiary Rd., Grand Island, FL 32735.

ARTICLE VI

The incorporator for this company shall adopt the initial bylaws for the company. Thereafter, company power to adopt, amend, or repeal the bylaws shall exist exclusively with the shareholders of the company. The shareholders of the company, by majority vote, may delegate one or more other individuals, which may include the Board of Directors, or any member thereof, company power to amend, repeal or adopt bylaws. In the absence of any such delegation, such power shall remain exclusively with the shareholders, and the adoption, amendment, or modification of the bylaws shall only be by majority vote of a quorum of the shareholders. Pursuant to Florida Statute § 607.0207, the only time the Board of Directors shall have the authority and power to adopt, amend, or modify bylaws shall be in the event of an "emergency."

ARTICLE VII

The primary corporate purpose shall be to conduct any and all lawful business affairs under the laws of the State of Florida.

ARTICLE VIII

The ability to set, alter, or modify the compensation of any director shall remain exclusively with the shareholders of the company, and shall be set by a majority vote of a quorum of all shareholders.

ARTICLE IX

Under no set of circumstances shall there be deemed an obligation for the corporation to indemnify its directors, officers, employees, or agents. The corporation, is empowered, however, through a majority vote of a quorum of its shareholders, to provide indemnification to any such individual, but there shall exist no such indemnification right to any such individual in the absence of such a vote.

ARTICLE X

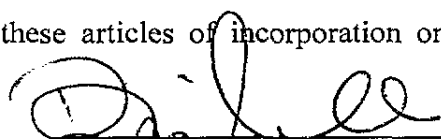
The initial street address of the corporation's registered office is 20 N. Orange Avenue, Suite 1500, Orlando, FL 32802. The initial registered agent for the corporation at that address is Brian McClain, Esq.

ARTICLE XI

The name and street address of the incorporator of these articles of incorporation is


Name	Address
Brian Marshall	37900 Apiary Rd. Grand Island, FL 32735

The undersigned has executed these articles of incorporation on 4th day of JUNE, 2004.




Brian Marshall

WITNESSES:



Brian McClain, Esq.
Attorney/Registered Agent

I am familiar with and accept the duties and responsibilities as Registered Agent



Jill Blackton
Legal Secretary