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To: Division of Corporations  
Fax Number : (850) 205-0381

From: Account Name : GREENBERG TRAUIG (WEST PALM BEACH)  
Account Number : 075201001473  
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**FLORIDA PROFIT CORPORATION OR P.A.**

Club Downloads, Inc.

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H04000133869 3

ARTICLES OF INCORPORATION  
OF  
CLUB DOWNLOADS, INC.

ARTICLE I - NAME

The name of this corporation Club Downloads, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is located at the following address:

11762 Bayfield Drive  
Boca Raton, Fl. 33498

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue One Hundred (100) shares of no par value common stock, which shall be designated "Common Stock."

ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

H04000133869 3

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Club Downloads, Inc.  
Articles of Incorporation  
H04000133869 3

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 - INITIAL DIRECTORS

The names and addresses of the initial directors of the Corporation are:

Stuart Smith  
11762 Bayfield Drive  
Boca Raton, FL 33498

Daniel Ahearn  
7752 Courtyard Run West  
Boca Raton, FL 33433-3012

ARTICLE IX - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

Stuart Smith  
11762 Bayfield Drive  
Boca Raton, FL 33498

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles are:

Stuart Smith  
11762 Bayfield Drive  
Boca Raton, FL 33498

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

Club Downloads, Inc  
Articles of Incorporation  
H04000133869 3


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation  
this 14th day of June 2004.

  
Stuart Smith-Sole Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE  
ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN  
THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF  
ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS  
DUTIES.

Dated this 23rd day of June 2004.

  
Stuart Smith