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SECRETARY OF STATE
TALLAHASSEE, FLORIDA 32399

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FLORIDA PROFIT CORPORATION OR P.A.

DIGGIN' IN DREAMLAND RECORDS, INC.

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**ARTICLES OF INCORPORATION
OF
DIGGIN' IN DREAMLAND RECORDS, INC.**

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CLERK OF DISTRICT COURT
JACKSONVILLE, FL

The undersigned, acting as incorporator for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be: Diggin' In Dreamland Records, Inc.

ARTICLE II - PRINCIPAL PLACE AND MAILING ADDRESS

The principal place of business and mailing address shall be: 3308 Raven Court, Jacksonville, FL 32259

ARTICLE III - SHARES

All stock issued by the Corporation shall be common voting stock of a single class. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is one-thousand (1,000) shares having a par value of one cent (\$.01) per share.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent of the corporation shall be: Carolyn Herman, Esq., 830 S. Third Street #104, Jacksonville Beach, FL 32250.

ARTICLE V - BOARD OF DIRECTORS

The business of the corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of two members whose names and addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jon Rees	3308 Raven Court Jacksonville, FL 32259
Kelley Rees	3308 Raven Court Jacksonville, FL 32259

Prepared by: Carolyn Herman, Esq., 830 S. Third Street #104, Jacksonville Beach, FL 32250, Florida Bar No. 976563, tel. no. 904/247/9420

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ARTICLE VI - INCORPORATOR

The name and street address of the incorporator for these Articles of Incorporation is:
Jon Rees, 3308 Raven Court, Jacksonville, FL 32259

The undersigned incorporator has executed these Articles of Incorporation this 1 day of
July 2004.

Signature: *Jon A. Rees*
Print: Jon A. Rees
Incorporator

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JACKSONVILLE, FL

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/agent, in the State of Florida.

1. The name of the corporation is: Diggin' In Dreamland Records, Inc.
2. The name and address of the registered agent and office are: Carolyn Herman, Esq., 830 S. Third Street #104, Jacksonville Beach, FL 32250.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: *Carolyn Herman*
 Print: Carolyn Herman, Esq.
 Date: 7/6/04

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