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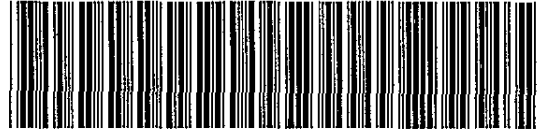
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-27-04

Bagdes & Bagdes

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Daytona Beach, FL 32118

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386-258-7171
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August 25, 2004

SECRETARY OF STATE
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: Phil Townley, Inc.

Dear Sir:

Please file the enclosed Articles of Incorporation and Acceptance of Registered Agent, and return certified copies of each. A check for \$78.75 is enclosed to covers the necessary fee.

Thank you for your consideration in this matter.

Sincerely,

FB

Fabian Bagdes

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PHIL TOWNLEY, INC.

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

ARTICLE ONE
NAME

The name of the corporation is PHIL TOWNLEY, INC.

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE
PURPOSE

The purpose for which the corporation is organized is to sell copyrighted music for profit.

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR
CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is one thousand (1,000), all of which shall be common shares with no par value.

ARTICLE FIVE
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued stock or treasury shares of the corporation and any securities of the corporation convertible into or carrying the right to subscribe to or acquire shares of any such unissued stock or treasury shares.

ARTICLE SIX
PRINCIPAL OFFICE

The address of the principal office of the corporation is: 60 Buschman Drive, Ponce Inlet, Florida 32127. This is also the mailing address of the corporation.

ARTICLE SEVEN
REGISTERED OFFICE

The street address of the registered office of the corporation is 60 Buschman Drive, Ponce Inlet, Florida 32127, and the name of the initial registered agent at such address is Philip A. Townley.

ARTICLE EIGHT
DIRECTORS

The board of directors shall consist of one member, Philip A. Townley, 60 Buschman Drive, Ponce Inlet, Florida 32127.

ARTICLE NINE
INCORPORATORS

The name and address of the sole incorporator is: Philip A. Townley, 60 Buschman Drive, Ponce Inlet, Florida 32127.

ARTICLE TEN
OFFICERS

The sole officer of the corporation shall be Philip A. Townley, 60 Buschman Drive, Ponce Inlet, Florida 32127, who shall serve as President/Treasurer.

ARTICLE ELEVEN
COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence immediately.

ARTICLE TWELVE
RIGHT TO AMEND ITS ARTICLES OF INCORPORATION

The board of directors reserves the right to amend these Articles of Incorporation from time to time and in any respect as may be desired.

IN WITNESS WHEREOF, I have signed my name this 25TH day of August, 2004.


Philip A. Townley

STATE OF FLORIDA
COUNTY OF VOLUSIA

On this 25th day of August, 2004, before me, the undersigned authority, appeared PHILIP A. TOWNLEY, who is personally known to me or who has produced Florida driver's license as identification, and whose name is subscribed to the within instrument and having been duly sworn he acknowledged that he executed the same for the purposes contained.

IN WITNESS WHEREOF, I hereunto set my hand and seal.


Notary Signature

Seal:

FABIAN BAGDES
NOTARY PUBLIC, STATE OF FLORIDA
MY COMM. EXP. FEB. 13, 2008
COMM. # DD085851
Bonded by Troy Fahn Insurance Co.

NOTICE OF REGISTERED AGENT

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04 AUG 27 PM 2:50

TO: STATE OF FLORIDA
DEPARTMENT OF STATE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following is submitted in compliance with Chapter 48.091,
Florida Statutes.

PHIL TOWNLEY, INC., a corporation organizing under the laws of
the State of Florida, with its principal office at 60 Buschman Drive,
in the City of Ponce Inlet, County of Volusia, in the State of
Florida, has named Philip A. Townley, who is located at 60 Buschman
Drive, Ponce Inlet, Florida 32127, as its registered agent to accept
service of process within the State.

DIRECTOR:

Philip A. Townley

ADDRESS:

60 Buschman Drive
Ponce Inlet, FL 32127

ACCEPTANCE:

I agree as resident agent to accept service of process; to keep
office open during prescribed hours; to post my name (and the names
of any other officers of said corporation authorized to accept
service of process at the above Florida designated address) in some
conspicuous place as required by law.


Philip A. Townley