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(Address)

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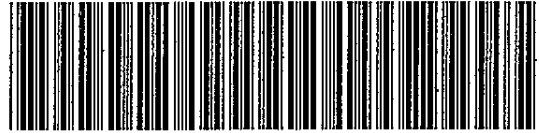
(Business Entity Name)

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W04-29940

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: JUST ME MUSIC OF SARASOTA INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

- | | | | |
|--|--|--|---|
| <input type="checkbox"/> \$70.00
Filing Fee | <input checked="" type="checkbox"/> \$78.75
Filing Fee
& Certificate of Status | <input type="checkbox"/> \$78.75
Filing Fee
& Certified Copy | <input type="checkbox"/> \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status |
|--|--|--|---|
- ADDITIONAL COPY REQUIRED**

FROM: LOU JUDD
Name (Printed or typed)

6210 MEDICI COURT #106
Address

SARASOTA, FL 34243
City, State & Zip

216.509.4777
Daytime Telephone number

04 AUG 30 PM 2:23
SECRETARY OF STATE
DIVISION OF CORPORATIONS

NOTE: Please provide the original and one copy of the articles.

Certificate of Incorporation of

Just Me Music of Sarasota Inc.

The undersigned, acting as director(s) for the purpose of forming a corporation under and by virtue of the Laws of the State of Florida, adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Just Me Music of Sarasota Inc. and its initial place of business shall be at Westfield Shoppingtown Sarasota, 8201 Tamiami Trail, in the City of Sarasota, in the County of Sarasota and State of Florida. The corporation's mailing address is 6210 Medici Court #106, Sarasota, Florida 34243.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be to manufacture and sell Just Me Music personalized VeggieTale computer discs and other merchandise as authorized by Personalized Products/JustMeMusic, LLC a Tennessee company, having its principal place of business at 5123 Virginia Way, Suite C-11, Brentwood, Tennessee 37027. Global Retail Ventures, Inc., (Personalized Products sole representative), shall provide and implement its promotional, marketing, distribution, and software program, collectively referred to as the "GRV Program", which shall serve as the model program for Just Me Music of Sarasota Inc.

The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable, or desirable, for the furtherance of the corporate objectives expressed above.

ARTICLE III

The total number of shares authorized to be issued by the corporation shall be (100) one-hundred. Such shares shall be of a single class and shall have a par value of \$ 100 per share. The corporation shall begin business with at least \$ 1,000 in paid-in common capital stock to be divided into (10) ten shares.

{Optional Preemptive Rights Clause:

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the subscription price offered to the general public, a pro rata portion of any stock of any class that the corporation may issue or sell.}

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SECRET
DIVISION
FOLDER

ARTICLE IV

Joe Federico is designated as agent of the corporation upon whom process against it may be served. The post office address shall mail a copy of any process against the corporation served upon him, is :

Just Me Music of Sarasota Inc.
6210 Medici Court # 106
Sarasota, FL 34243

ARTICLE V

The number of directors shall not be fewer than three (3). A majority of the full board of directors may, at any time during the years following the annual meeting of shareholders in which such action has been authorized, increase the number of directors by not more than two and appoint persons to fill resulting vacancies. The names and street addresses of the first directors of the corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>	<u>TITLE</u>
Jean R. Judd	6210 Medici Court # 106, Sarasota, FL 34243	President
Lou V. Judd	6210 Medici Court # 106, Sarasota, FL 34243	Treasurer
Joe Federico	5707 45 th St. E # 49, Bradenton, FL 34203	Secretary

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

In witness of the foregoing, the undersigned director has executed these Articles of Incorporation this 23rd day of August, A. D. 2004.

<u>NAME</u>	<u>STREET ADDRESS</u>	<u>TITLE</u>
Lou V. Judd	6210 Medici Court # 106, Sarasota, FL 34243	Treasurer

Having been named as registered agent to accept to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Joe Federico
Joe Federico
Signature/Registered Agent

Aug 27, 04
Date

Lou V. Judd
Lou V. Judd
Signature/Incorporator

Aug. 27, 04
Date

Approved by the Office of Financial Regulation this _____ day of

_____, 20____.

Tallahassee, Florida

Deputy Director
Office of Financial Regulation