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To:

Division of Corporations

Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number: 072450003255

Phone : (305) 634-3694 Fax Number

: (305)633-9696

FLORIDA PROFIT CORPORATION OR P.A.

musical penny productions, inc.

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ARTICLES OF INCORPORATION

OF



The undersigned incorporator(s), for the purpose of forming a Profit Corporation under Chapter 607 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation

ARTICLE I

corporation shall The name of this be: MUSICALPENNY PRODUCTIONS, INC.

ARTICLE II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business of this corporation: 164 COLLY WAY NORTH LAUDERDALE, FL 33068.

ARTICLE IV

The general nature of business of this corporation is to transact any and all lawful business.

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue are 100 shares common stock having an individual par value of 1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall: PAULINE ELAINE NEWMAN, 164 COLLY WAY, NORTH LAUDERDALE, FL 33068.

ARTICLE VII

The hame and addition of the officers and thing beard of discators shall be:

DIRECTOR
PAULINE ELAINE NEWMAN
(100% OWNER)

164 COLLY WAY NORTH LAUDERDALE, FL 33068

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

Empire Corporate Kit of America, Inc. 2444 N.W. 7TH PLACE MIAMI, FL 33127

The undersigned has executed these Articles of Incorporation this 1st day of <u>SEPTEMBER</u>, 2004.

INCORPORATOR
Ray Stormont Signing for
Empire Corporate Kit of America, Inc.

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CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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.

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