

**Electronic Articles of Incorporation
For**

P05000007834
FILED
January 14, 2005
Sec. Of State
nculligan

OFFBEAT RECORDS INC

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

OFFBEAT RECORDS INC

Article II

The principal place of business address:

1819 WILLES DON DR W
JACKSONVILLE, FL. US 32246

The mailing address of the corporation is:

1819 WILLES DON DR W
JACKSONVILLE, FL. US 32246

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

100

Article V

The name and Florida street address of the registered agent is:

JUSTIN M FRANKLIN
1819 WILLES DON DR W
JACKSONVILLE, FL. 32250

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: JUSTIN M FRANKLIN

Article VI

The name and address of the incorporator is:

JUSTIN M FRANKLIN
1819 WILLESDON DR W
JACKSONVILLE, FL 32246

Incorporator Signature: JUSTIN M FRANKLIN

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
JUSTIN M FRANKLIN
1819 WILLESDON DR W
JACKSONVILLE, FL. 32246 US

Title: VP/S
MERYL L MCGAW
1819 WILLESDON DR W
JACKSONVILLE, FL. 32246 US

Article VIII

The effective date for this corporation shall be:

01/14/2005