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TRANSMITTAL LETTER

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

SUBJECT:	RHYTAM L	OGIC, I	TNC.
	(PROPOSED CORPORA	TE NAME – <u>MUST INCLU</u>	DE SUFFIX)
Enclosed are an orig	inal and one (1) copy of the artic	cles of incorporation and	a check for:
\$70.00 Filing Fee	\$78.75 Filing Fee & Certificate of Status	\$78.75 Filing Fee & Certified Copy	S87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED			
FROM:	BCAIN	BALT (Printed or typed)	3N
-	4399 3	PD ISU	E DRIVE
_	HERNANDO	BEACH F	2 34607
	(425) 68	State & Zip 7 (- 263)	J
_	Daytime To	elephone number	

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

,105,272le



FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

January 19, 2005

BLAIN BARTON 4399 3RD ISLE DRIVE HERNANDO BEACH, FL 34607

SUBJECT: RHYTHM LOGIC, INC. Ref. Number: W05000002726

We have received your document for RHYTHM LOGIC, INC. and your check(s) totaling \$228.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

THE FILING FEE TO FILE IS \$78.75.

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6924.

Letter Number: 305A00003388

Stacy Prather Document Specialist Supervisor New Filings Section

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF INCORPORATION – RHYTHM LOGIC, INC.

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit) NOTE: Please provide the original and one copy of the articles.

ARTICLE I NAME

The name of the corporation shall be:

Rhythm Logic, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is:

Rhythm Logic, Inc. Post Office Box 3947 Spring Hill, Florida 34611-3947

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

The corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles of Incorporation by the Secretary of State of the State of Florida.

The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

Rhythm Logic Records is a Florida based, worldwide record label serving all bands. Rhythm Logic Records provides local and regional bands with intimate, specialized recording and mixing services. Our bands recognizes the fact that our label works hard to promote a few select bands, ones that will not be lost in the mix. Rhythm Logic Records offers entry-level recording and mixing packages, online music download structures, as well as, merchandising and graphics development, suiting the needs of our music clients.

ARTICLE IV SHARES

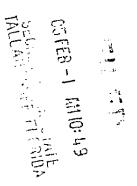
The authorized capital stock of the corporation shall consist of thirty thousand (30,000) shares of common stock, having a par value of \$1.00.

AFFILATED TRANSACTIONS:

The corporation expressly elects, pursuant to Section 607.0901(5) (a), Florida Statutes, not to be governed by the rules pertaining to affiliated transactions contained in Sections 607.0901, Florida Statues.

CONTROL-SHARE ACQUISTIONS

The corporation exercises the right, pursuant to Section 607.0902 (5), Florida Statutes, to avoid the provisions pertaining to control-share acquisitions contained in Sections 607.0902, 607.1302 (c) and 607.1320, Florida Statutes.



ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s):

Blain Barton CEO, Secretary/Treasurer Post Office Box 3947 Spring Hill, FL 34611-3947

The following person shall serve as an officer of the corporation until the earlier of his resignation, death or removal from office or until his successor is chosen and qualifies:

Blain Barton CEO, Secretary/Treasurer Post Office Box 3947 Spring Hill, FL 34611-3947

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Blain Barton 4399 3rd Isle Drive Hernando Beach, Florida 34607

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

The following person shall serve as an officer of the corporation until the earlier of his resignation, death or removal from office or until his successor is chosen and qualifies:

Blain Barton CEO, Secretary/Treasurer Post Office Box 3947 Spring Hill, FL 34611-3947 Having been named as registered agent 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

In Witness whereof, the undersigned executes these Articles of Incorporation of Rhythm Logic, Inc. DBA: Rhythm Logic Records, this _____ day of January, 2005.

BLAIN BARTON, Incorporator

Acceptance and Acknowledgement:

I hereby accept to act as Registered Agent, and agree to comply with the provisions of all statues relative to the proper and complete performance of my duties and I am familiar with and accept the obligations of section 607,0505, Florida Statues.

BLAIN BARTON Registered Agent

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