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To:

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Fax Number : (850) 205-0381

From:

Account Name : BUSINESS FILINGS
Account Number : 105256001620
Phone : (608) 827-5300
Fax Number : (608) 827-5501

FLORIDA PROFIT CORPORATION OR P.A.

S - M Entertainment Inc.

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ARTICLES OF INCORPORATION
In compliance with Chapter 607, F.S.

ARTICLE I NAME

The name of the corporation shall be: **S - M Entertainment Inc.**

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
AngelOne Management, 831 W. Yale Street, Orlando, Florida 32804.

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: *Music Production & General Entertainment.*

ARTICLE IV SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 2,000. The par value of each share of stock is \$0.01.

ARTICLE V OFFICERS/DIRECTORS

The initial directors of the corporation are:

Darrick Angelone, AngelOne Management, 831 W. Yale Street, Orlando, Florida 32804
Sean Merrick, 415 Willow Dale Avenue, Toronto M2N 5B4 Canada

The initial officers of the corporation are:

Sean Merrick, President, 415 Willow Dale Avenue, Toronto M2N 5B4 Canada
Darrick Angelone, Vice-President, AngelOne Management, 831 W. Yale Street, Orlando, Florida 32804
Darrick Angelone, Secretary, AngelOne Management, 831 W. Yale Street, Orlando, Florida 32804
Evonne Zummo, Treasurer, AngelOne Management, 831 W. Yale Street, Orlando, Florida 32804

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is: Business Filings Incorporated, 660 East Jefferson Street, Tallahassee, Florida 32301. Located in the County of Leon.

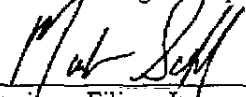
ARTICLE VII INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Business Filings Incorporated, Mark Schiff, AVP, 8025 Excelsior Dr., Suite 200, Madison, WI 53717.

I hereby accept the appointment as registered agent and agree to act in this capacity.

Signature: 
Business Filings Incorporated

Date: April 15th, 2005

Signature: 
Business Filings Incorporated, Incorporator
Mark Schiff, AVP

Date: April 15th, 2005

The document was prepared by: Business Filings Incorporated, Mark Schiff, 8025 Excelsior Dr., Suite 200, Madison, WI 53717. 608-827-5300.

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