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D. Brown SEP 14 2005

**SHERMAN LAW OFFICES
CHARTERED**

SUITE 310

1000 CORPORATE DRIVE

FT. LAUDERDALE, FLORIDA 33334

TELEPHONE (954) 489-9500

TOLL FREE IN FL (877) 806-9500

TELEFAX (954) 489-9531

WEBSITE: SHERMANLEGAL.COM

DADE COUNTY OFFICE
540 BRICKELL KEY DRIVE
SUITE 1407
MIAMI, FLORIDA 33131

PALM BEACH COUNTY OFFICE
2200 CORPORATE BLVD., N.W.
SUITE 210
BOCA RATON, FLORIDA 33431
REPLY TO: FT. LAUDERDALE

September 12, 2005

VIA FEDEX

Division of Corporations

Attn: New Filings

2661 Executive Center Circle West
Tallahassee, FL 32301

Re: Articles of Incorporation of Pictures2Music, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Incorporation for the above-captioned corporation. Please file the original Articles of Incorporation and return to me a certified copy, together with a Certificate Under Seal, in the enclosed self-addressed, stamped envelope.

A check is enclosed as follows:

	\$35.00	filing fee
	8.75	certified copy
	35.00	Registered Agent designation
	8.75	Certificate of Status
Total	\$87.50	

Thank you for your assistance and consideration.

Sincerely,

SHERMAN LAW OFFICES, CHARTERED

By: 
CRAIG B. SHERMAN, ESQUIRE

CBS/jb
Enclosures

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ARTICLES OF INCORPORATION

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OF

PICTURES2MUSIC, INC.

ROBERT GROSSMAN AND SHERRY M. GROSSMAN, natural persons, competent to contract do hereby make, subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

ARTICLE I

NAME

The name of this corporation shall be PICTURES2MUSIC, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

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

ARTICLE III

CAPITAL STOCK

The maximum number of shares of capital stock authorized to be issued by this corporation shall be **ONE THOUSAND** shares having a par value of **ONE CENTS** (\$.01) per share. Each of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the Stockholders. All or any part of said capital stock may be paid for in cash, in property (other than stock or securities), or in labor or services at a fair valuation to be fixed by the Incorporators, or by the Board of Directors, at a meeting called for such purpose. All stock when issued shall

be fully paid for and shall be nonassessable.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be no less than Five Hundred Dollars (\$500.00).

ARTICLE V
TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI
PRINCIPAL OFFICE

The following shall be the street address and the principal office of this corporation, but the corporation shall have the power to move the principal office to any other address in the State of Florida, and to establish branch offices and other places of business at any such other places within or without the State of Florida that may be deemed expedient:

**11838 Island Lakes Lane
Boca Raton, Florida 33498**

ARTICLE VII
DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than nine (9), the number of the same to be fixed by the corporate By-Laws. Each of said Directors shall be of full age and at least one of them shall be a citizen of the United States. Any director may be removed without cause at any annual or special meeting of the Stockholders where a quorum is present, in person or by proxy, by the affirmative vote of a majority of the outstanding stock of the corporation entitled to vote at said meeting. Any officer of the corporation may be removed without cause at any annual or special meeting of the Board of Directors, where a quorum is present in person or by proxy, by the affirmative vote of a

majority of the Directors present at said meeting.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The names and addresses of the first Board of Directors are:

Robert Grossman, 11838 Island Lakes Lane, Boca Raton, FL 33498
Sherry M. Grossman, 11838 Island Lakes Lane, Boca Raton, FL 33498

The members of the first Board of Directors, unless otherwise provided by the By-Laws, or unless removed as provided herein, shall hold office for the first year of the corporate existence or until their successors are elected and appointed and have qualified.

ARTICLE IX
SUBSCRIBERS

The name and address of the sole subscriber to these Articles of Incorporation are as follows:

Robert Grossman, 11838 Island Lakes Lane, Boca Raton, FL 33498
Sherry M. Grossman, 11838 Island Lakes Lane, Boca Raton, FL 33498

ARTICLE X
CONFLICT OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the officers of this corporation are pecuniarily or otherwise interested in, or are Directors or Officers of, such other corporation; any Director individually or any firm of which any Director may be a member may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm so interested shall be disclosed thereof, and any Director of this corporation who is also a Director or Officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors, and may vote at any such meeting of the Board

of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a Director or Officer of such other corporation or not so interested.

ARTICLE XI **INDEMNIFICATION**

Every Director and every officer of this corporation shall be indemnified by this corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceedings to which he may be a party or to which he may become involved, or any appeal therein, by reason of his being or having been a Director or Officer of this corporation, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement or reimbursement as being in the best interests of this corporation. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled as a matter of law or otherwise.

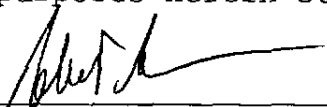
ARTICLE XII **ASSIGNMENT OF SUBSCRIPTIONS**

The original Subscriber to these Articles of Incorporation shall have the right, upon incorporation, to assign and deliver his subscription to any other person, firm or corporation who may thereafter become Subscribers to the capital stock of this corporation who, upon acceptance of such assignment, shall stand in lieu of the original Subscriber, and assume and carry out all the rights, liabilities and duties entailed by such subscriptions, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

ARTICLE XIII **AMENDMENT**

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida, and all rights conferred upon the Stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, we have executed these Articles of Incorporation for the uses and purposes herein stated.



ROBERT GROSSMAN

SHERRY M. GROSSMAN

**CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS
MAY BE SERVED AND THE PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes,
the following is submitted:

PICTURES2MUSIC, INC., desiring to organize under the laws of
the State of Florida with its initial registered office as
indicated in the Articles of Incorporation, at **11838 ISLAND LAKES LANE,
BOCA RATON, FL 33498**, has named Robert Grossman, as its registered
agent to accept service of process within this state.

Having been named as the registered agent for the above
corporation for the purpose of accepting service of process at
the registered office designated in this certificate, I hereby
accept such appointment and acknowledge that I am familiar with
and accept the obligations and responsibilities of such office as
provided for in Florida Statutes, Section 607.0505.

**Registered Agent for
PICTURES2MUSIC, INC.**

BY:



ROBERT GROSSMAN

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