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Division of Corporations

Page 1 of 1

06 MAY -2 AM 10: 01

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FLORIDA PROFIT/NON PROFIT CORPORATION

HAMMER MUSIC USA, INC.

Certificate of Status	0
Certified Copy	0
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May. 02 2006 11:30AM P2

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06 MAY -2 AM 10: 01

ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida Corporation is:

Hammer Music USA, Inc.

Article II. Address

The Corporation's mailing address is:

**332 Via Mariel Drive
Davenport, FL 33896**

Article III. Registered Agent

The name and address of the Corporation's registered agent is:

**Denise Gurney
332 Via Mariel Drive
Davenport, FL 33896**

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

**Denise Gurney
332 Via Mariel Drive
Davenport, FL 33896**

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

**American Incorporators Ltd.
1220 North Market Street, Ste. 808
Wilmington, DE 19801
800-421-2661**

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Article V. Capital Stock

The Corporation shall have the authority to issue 1000 shares of common stock with no par value.

Article VI. Incorporator

The name and address of the incorporator is:

Denise Willis
1220 N. Market Street
Suite 808
Wilmington, DE 19801

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin upon filing of this certificate.

The undersigned incorporator executed these Articles of Incorporation
On May 1, 2006

Denise Willis

Denise Willis
Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Hammer Music USA, Inc.

REGISTERED AGENT/OFFICE

**Denise Gurney
332 Via Mariel Drive
Davenport, FL 33896**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate.

I agree to comply with the provisions for all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

**s/ Denise Gurney
Denise Gurney**

**American Incorporators Ltd.
1220 North Market Street, Ste. 808
Wilmington, DE 19801
800-421-2261**

REC'D
DIRECT
06 MAY -2 AM 10:01

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