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FLORIDA PROFIT/NON PROFIT CORPORATION

Music Partnership Corporation

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**ARTICLES OF INCORPORATION
OF
MUSIC PARTNERSHIP CORPORATION**

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The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

**ARTICLE I.
NAME**

The name of the Corporation shall be:

Music Partnership Corporation

**ARTICLE II.
PRINCIPAL OFFICE**

The principal place of business and the mailing address of the Corporation shall be 814 A1A North, Suite 300, Ponte Vedra Beach, Florida 32082.

**ARTICLE III.
DURATION OF THE COMPANY**

Existence of the Corporation will commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE IV.
CORPORATE PURPOSES, POWERS AND RIGHTS**

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE V.
AUTHORIZED SHARES**

The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock, with a \$.01 par value per share.

**ARTICLE VI.
REGISTERED AGENT AND ADDRESS**

The street address of the initial registered office of the Corporation in the State of Florida shall be 814 A1A North, Suite 300, Ponte Vedra Beach, Florida 32082. The initial registered agent of the Corporation at the registered office shall be Kenneth L. Underwood.

**ARTICLE VII.
INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of one (1) director. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and address of the person who shall serve as the initial director of the Corporation until the first meeting of shareholders are:

<u>Name</u>	<u>Address</u>
Kenneth L. Underwood	814 A1A North Suite 300 Ponte Vedra Beach, Florida 32082

**ARTICLE VIII.
INCORPORATOR**

The name and address of the incorporator of the Corporation are:

<u>Name</u>	<u>Address</u>
Glenn A. Adams, Esq.	200 S. Orange Avenue Suite 2600 Orlando, FL 32801

The incorporator of the Corporation assigns to this Corporation its rights under Section 607.0201, Florida Statutes, to constitute a corporation, and assigns to those persons designated by the board of directors any rights the incorporator may have as incorporator to acquire any of the capital stock of this Corporation, this assignment becoming effective on the date corporate existence begins.

**ARTICLE IX.
BYLAWS**


The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

**ARTICLE X.
AMENDMENTS**

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the Corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to

the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5th day of February, 2009.



Glenn A. Adams, Incorporator

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT**

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

That Music Partnership Corporation, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, 814 A1A North, Suite 300, Ponte Vedra Beach, Florida 32082, has named Kenneth L. Underwood, located at 814 A1A North, Suite 300, Ponte Vedra Beach, Florida 32082, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for the Corporation named above, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: February 5, 2009
Kenneth L. Underwood, Registered Agent



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