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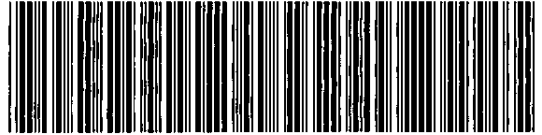
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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MRD 2/27

**JACOBI & KLEIN, P.A.**  
**ENTERTAINMENT LAW**

ALLEN JACOBI

MARJORIE KLEIN

SAJANI DESAI

February 23, 2009

Via First Class Mail

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

**Re: Articles of Incorporation for Countdown Music Group, Inc.**

To Whom It May Concern:

Please find enclosed the original and one (1) copy of the Articles of Incorporation for Countdown Music Group, Inc., along with a check for Seventy-Eight Dollars and Seventy-Five Cents (\$78.75) to cover the filing fee and certificate of status.

Please do not hesitate to contact me if you have any questions or require additional information.

Thank You,



Marjorie Klein  
Attorney at Law

**ARTICLES OF INCORPORATION  
OF  
COUNTDOWN MUSIC GROUP, INC.  
A FLORIDA CORPORATION**

**FILED**  
09 FEB 26 PM 1:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

Article I  
Name

The name of the Corporation is Countdown Music Group, Inc.

Article II  
Principal Office and Address

The address of the principal office and the mailing address of the corporation is 11077 Biscayne Blvd., Suite 200, Miami, FL 33161.

Article III  
Duration

The term of existence of the Corporation shall be perpetual, and the corporate existence will commence on the filing of these articles by the Department of State.

Article IV  
Purpose

In addition to the powers authorized by the laws of the State of Florida for corporations, the general nature of the business or businesses to be transacted, and which the corporations is authorized to transact, shall be as follows:

1. To create, produce, market, promote, manufacture and distribute music in all media now known or hereafter devised;
2. To engage in any other activity or business authorized under the Florida Statutes;
3. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do;
4. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these

Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired;

5. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts;
6. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit; and
7. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

#### Article V Authorized Shares

The corporation is authorized to issue five hundred (500) shares of common stock, having par value of One Dollar (\$1.00) a share.

#### Article VI Officers

The names and addresses of the initial officers are:

Tony Butler, President  
11077 Biscayne Blvd., Suite 200  
Miami, FL 33161

Article VII  
Management by Shareholders

The business of the Corporation shall be managed by the shareholders without a board of directors. The Corporation shall initially consist of one (1) shareholder. This number may be increased or decreased in accordance with the Corporation's bylaws. The names and addresses of the initial shareholders are:

Tony Butler  
11077 Biscayne Blvd., Suite 200  
Miami, FL 33161

Article VIII  
Registered Office and Agent

The initial registered agent of the Corporation at that address shall be Jacobi & Klein, P.A. The initial registered office of the Corporation shall be located at 11077 Biscayne Blvd., Suite 200, Miami, FL 33161.

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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.

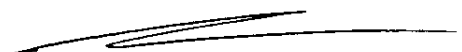
By:   
Signature of Registered Agent

Article IX  
Incorporators

The names and residence addresses of the incorporators are:

Tony Butler  
11077 Biscayne Blvd., Suite 200  
Miami, FL 33161

IN WITNESS WHEREOF, I have subscribed my name as of February 19, 2009.

By:   
Tony Butler, Incorporator

**FILED**  
09 FEB 26 PM 1:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA