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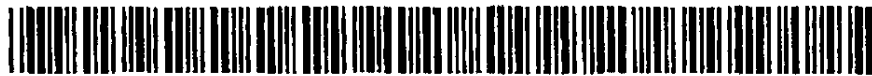
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Fax Number : (850) 617-6381

From: Account Name : ADVANCED INCORPORATING SERVICE,
Account Number : I20080000093
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**FLORIDA PROFIT/NON PROFIT CORPORATION
EMPTY CITY RECORDS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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SECRETARY OF STATE
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**ARTICLES OF INCORPORATION
OF
EMPTY CITY RECORDS, INC.**

ARTICLE I

The name of the proposed corporation shall be: **EMPTY CITY RECORDS, INC..**

ARTICLE II

The general nature of the business to be transacted by this corporation shall be to market and promote the music and merchandise produced by Dylan Roddick, and to acquire all such merchandise, supplies, materials and other articles as shall be necessary or incidental to such business; and to buy, sell, own, lease, rent or sublease buildings, parts of buildings, homes, manufacturing plants, hotels, motels and other types of improved property; to buy and sell, and otherwise acquire and dispose of, either for its own account or as agent for another, services and tangible personal property of every nature and description; to buy and sell, and otherwise acquire and dispose of, either for its own account or as agent for another, real estate of every nature and description; to construct buildings and otherwise improve real estate and dedicate streets and other thoroughfares therein; to employ such persons, firms or corporations as may be reasonably necessary to assist in the business of the corporation; and to otherwise engage in any activity or business permitted under the laws of the United States and of the State of Florida. The corporation shall also have the power to issue bonds, debentures or obligation for any lawful purpose of the corporation and to secure the same by encumbering any or all of its property and to sell or otherwise dispose of any or all of such bonds, debentures or obligations, all in such manner and upon such terms as the stockholder may deem proper; and to lend and advance money or give credit to such person and on such terms as the stockholder may deem expedient, and in particular to customers and others doing business with the corporation and to give, guarantee or become surety for any persons; to assist in the organization, development, financing and refinancing of other worthy business enterprises heretofore or hereafter carried on by any corporation, co-partnership, individual or individuals; to hold, vote and exercise all of the rights of holders and owners of stock of other corporations and to

delegate to any of its officers the power to hold, vote and exercise all the rights of owners or holders of such stock; to exercise all the powers of any corporation, the stock of which shall be owned or controlled by this corporation, except as prohibited by law; to act as such agent, broker or factor in any lawful business for any party or parties; and to adopt and prescribe rules and regulations appropriate for the transaction of the business of this corporation, either by the terms of this charter, by law in express terms, or by implication, and to amend the same; and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the objects herein enumerated, or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation; with all the powers now or hereafter conferred by the laws of the State of Florida.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

The amount of capital stock authorized for the corporation is a maximum of 1,000 shares of common stock having a par value of One Dollar (\$1.00) per share which shall be issued as fully paid and non-assessable. The purchase price for all such stock shall be payable, in cash, property, labor or services at a just valuation to be fixed by the stockholder at a meeting called for that purpose.

ARTICLE IV

This corporation shall have a perpetual existence, unless sooner dissolved according to law.

ARTICLE V

The street address of the initial registered office of the corporation is 21 Royal Palm Pointe, Suite 100, Vero Beach, Florida 32960, and the name of the initial registered agent of the corporation at that address is Samuel A. Block.

ARTICLE VI

The principal place of business of the corporation is to be 21 Royal Palm Pointe, Suite 100, Vero Beach, Florida 32960, with the privilege of having branch offices at other places within or without the State of Florida as may be designated.

ARTICLE VII

Pursuant to Chapter 607, *Florida Statutes*, the stockholder of the corporation shall be the sole officer of the corporation, to wit: President, authorized to conduct all business of the corporation.

ARTICLE VIII

The business of this corporation shall be managed by the stockholder of the corporation and not by a Board of Directors.

ARTICLE IX

The name and street address of the sole subscriber of this certificate of Articles of Incorporation and the number of shares of stock which he agrees to take are as follows:

NAME AND ADDRESS**NO. OF SHARES**

Dylan Roddick

1,000

ARTICLE X

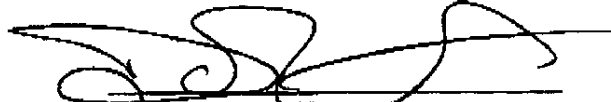
In case of loss or destruction of a certificate of stock, no new certificate shall be issued in lieu thereof, except upon satisfactory proof of such loss or destruction and upon the giving of satisfactory security by bond or otherwise against loss to the corporation. Any such new certificate shall be plainly marked "duplicate" upon its face.

ARTICLE XI

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Articles of Incorporation in the manner now or hereafter prescribed by applicable provision of law, and all rights and powers conferred herein upon the sole stockholder and officer are subject to this reserved power.

IN WITNESS OF THE FOREGOING, the undersigned, being the sole original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business within and without the State of Florida, and in pursuance of Florida law, does hereby make, subscribe, acknowledge and file this certificate declaring and certifying that the facts herein stated are true and does hereby agree to take the number of shares of stock hereinbefore set forth and stated,

and, accordingly, has hereunto set his hand and seal at Vero Beach, Indian River County, Florida,
this 14th day of July, 2010.


DYLAN RODDICK

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent to accept process for the corporation at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


SAMUEL A. BLOCK

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

BE IT REMEMBERED that on this 14th day of July, 2010, personally appeared before me, a Notary Public of the State of Florida, DYLAN RODDICK, party to the foregoing Certificate of Articles of Incorporation, known to me and/or who produced FL drivers license as identification, and who acknowledged the said Certificate to be his act and deed for the purpose of becoming a corporation under the laws of the State of Florida, and that the facts therein stated are truly set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal at Vero Beach, Indian River County, Florida, on the day of year first above written.




NOTARY PUBLIC, STATE OF FLORIDA

Printed Name of Notary
My Commission Expires: