

**Electronic Articles of Incorporation
For**

P11000004981
FILED
January 14, 2011
Sec. Of State
vingram

DE'RALCH ENTERTAINMENT MUSIC GROUP & DISTRIBUTION INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

DE'RALCH ENTERTAINMENT MUSIC GROUP & DISTRIBUTION INC.

Article II

The principal place of business address:

256 COLLINGS STREET SE
SUITE RM 2
PALM BAY, FL. US 32909

The mailing address of the corporation is:

256 COLLINGS STREET SE
SUITE RM 2
PALM BAY, FL. US 32909

Article III

The purpose for which this corporation is organized is:

TO ENGAGE AND DEVELOP MUSICIANS TO THE KNOWLEDGE OF
□□DISTRIBUTION AND ALBUM DEVELOPMENT, NOT LIMITED TO
PRODUCTION □□AND OTHER ASPECTS OF THE MUSIC INDUSTRY, IN
THE GENRE OF JAZZ, □□WORLD MUSIC AND THE POP/R&B/ HIP HOP
GENRE

Article IV

The number of shares the corporation is authorized to issue is:

20000

Article V

The name and Florida street address of the registered agent is:

JEFFERY T DAVIS
914 CALIGULA STREET
PALM BAY, FL. 32909

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: JEFFEREY DAVIS

Article VI

The name and address of the incorporator is:

DE'RALCH ENTERPRISES WORLDWIDE INC
116 W 23RD STREET

NEW YORK NEW YORK, 10011

Electronic Signature of Incorporator: JEFFREY DAVIS

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
DE'RALCH ENTERPRISES WORLDWIDE INC
116 W 23RD STREET
NEW YORK, NY. 10011 US

Title: VP,D
CHRISTOPHER D LLOYD VP SPSE
256 COLLINGS STREET SE
PALM BAY, FL. 32909 US

Title: S
JOHNATHAN M THOMAS
250 COLLINGS STREET SE
PALM BAY, FL. 32909 US

Title: D
MEGAN B TAYLOR
882 GLEN DALE AVE NW
PALM BAY, FL. 32907 US

Title: D
MICHEAL BENETT
44 RT. 25A
SMITHTOWN, NY. 11787 US

Article VIII

The effective date for this corporation shall be:

01/07/2011