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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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3811 Washington Road
West Palm Beach, FL 33405

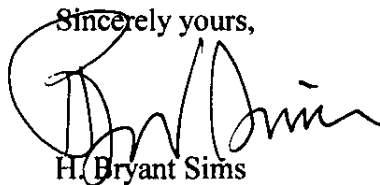
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Lilly Sam, Inc.
Articles of Incorporation

Dear Sir or Madam:

Enclosed are Articles of Incorporation for the above corporation, along with my check in the amount of \$70.00 for your filing fee.

Sincerely yours,



H. Bryant Sims

hbs

Enclosure: Original and one copy of Articles of Incorporation
Check

FILED
2011 MAR -9 PM 12:41
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
LILY SAM, INC.

FILED
2011 MAR -9 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, providing for the formation and liabilities, rights, powers, privileges, and immunities of a corporation for profit, and I hereby certify:

ARTICLE I

The name of the corporation shall be:

LILY SAM, INC.

ARTICLE II

This corporation shall have perpetual existence commencing on the date of this filing of the Articles with the Department of State.

ARTICLE III

The general purpose of the corporation is organized for the purpose of creating, producing, recording, marketing, etc., of musical compositions and productions including music, book, lyrics, compositions, including tapes, video, audio, CD, movie, DVD, mini-discs, television, etc., and/or any other medium for the creation and/or production of auditory/visual musical compositions and productions. Further, to purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise, and real and personal property of every class and description, under the laws of the State of Florida.

ARTICLE IV

This corporation is authorized to issue 1000 shares at one (\$1.00) dollar par value, which shall be designated as "Common Stock."

ARTICLE V

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his prorated share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

The location of the principal office of this corporation in the state of Florida is 400 North Flagler, Apt. 1502, West Palm Beach, FL 33401.

ARTICLE VII

The street address of the initial registered office of this corporation is 3811 Washington Road, West Palm Beach, Florida 33405, and the name of the initial registered agent of this corporation at the address is **H. BRYANT SIMS**.

ARTICLE VIII

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the Bylaws; however, there shall never be less than one director. The name and address of the initial Board of

Directors are:

**TRUDY HARCOURT-HEAVER
400 North Flagler, Apt. 1502
West Palm Beach, FL 33401**

H. BRYANT SIMS
3811 Washington Road
West Palm Beach, FL 33405

ARTICLE IX

The name and address of the Incorporator signing these Articles is:

H. BRYANT SIMS
3811 Washington Road
West Palm Beach, FL 33405

ARTICLE X

The officers of the Corporation shall be:

TRUDY HARCOURT-HEAVER President and Treasurer
400 North Flagler, Apt. 1502
West Palm Beach Fl, 33401

H. BRYANT SISM Vice President and Secretary
3811 Washington Road
West Palm Beach, FL 33405

ARTICLE XI

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XIII

This corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, or any amendment hereto, by majority vote of the Board

of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 4th day of March, 2011..

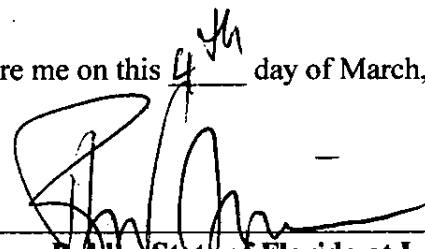

H. BRYANT SIMS

STATE OF FLORIDA)
)SS
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared **H. BRYANT SIMS**, personally known to me to be the person who executed the foregoing Articles of Incorporation for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me on this 4th day of March, 2011.

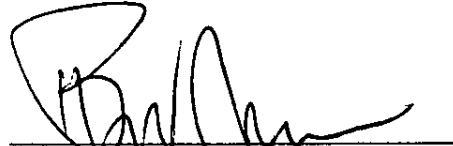
My commission expires:


Notary Public, State of Florida at Large



ACCEPTANCE OF REGISTERED AGENT

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


A handwritten signature in black ink, appearing to read 'H. Bryant Sims', is written over a horizontal line.

H. BRYANT SIMS

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TALLAHASSEE, FLORIDA