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STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: KLEIN AND ASSOCIATES, P.A.
901 NORTHEAST 125TH ST.
NORTH MIAMI FL 33161-0000
CONTACT: RON KLEIN
PHONE: (305) 891-0100
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(((H95000006795))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MAXIMUM JOY MUSIC, INC.

FAX AUDIT NUMBER: H95000006795 CURRENT STATUS: REQUESTED
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Prepared By:
Jodi W. Schwartz, Esq.
2500 South Bridge Road
Cooper City, Florida 33026
305-432-0192

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ARTICLES OF INCORPORATION

- of -

MAXIMUM JOY MUSIC, INC.

I, the undersigned, hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter, and I do make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation, and to that end I do by these Articles set forth:

ARTICLE I

NAME

The name of the corporation shall be: MAXIMUM JOY MUSIC, INC.

ARTICLE II

DURATION

The duration of the corporation shall be perpetual unless sooner dissolved according to law.

ARTICLE III

PURPOSE

The general nature of the business, objects and purposes proposed to be carried on and transacted, are to do any or all lawful business for which corporations may be incorporated under the laws of the State of Florida including but not limited to the following:

(a) Wholesale marketing of recorded music.

(b) The purposes specified herein shall be construed both as powers and purposes and shall in no wise be limited to or restricted by reference to, or inference from, the terms of any other clause in this or any other Article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers shall not be construed to limit or restrict in any manner the meaning of the general terms of or the general powers of the corporation under the laws of the State of Florida; nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed;

(c) To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation, and in general to carry on any lawful business necessary or incidental to the attainment similar in nature to the objects set forth herein.

ARTICLE IV

SHARES

The aggregate number of shares of stock which the corporation is authorized to issue and have outstanding at any time Five hundred (500) shares of Common stock, which shall have a par value of One Dollar ($1.00) per share.

ARTICLE V

PRINCIPAL OFFICE

The street address of the principal office of the corporation in the State of Florida is: 900 Del Lago Court, #202, Palm Beach Gardens, Florida 33410; and the name of the corporations initial Registered Agent at such address is ALFONSO DeGAETANO.

The Stockholders may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE VI

DIRECTORS

The number of directors of this corporation shall be not less than one (1). The number of directors may be increased from time to time by the By-Laws.

The name and address of the initial Board of Directors of this corporation is:

SIMON CARNE
1720 North Congress Avenue, #B-307
West Palm Beach, Florida 33401

ALFONSO DeGAETANO
900 Del Lago Court, #202
Palm Beach Gardens, FL 33410

ARTICLE VII

INCORPORATOR

The name and address of the incorporators of this corporation are:

SIMON CARNS
1720 North Congress Avenue, #B-307
West Palm Beach, Florida 33401

ALFONSO DeGAETANO
900 Del Lago Court, #202
Palm Beach Gardens, FL 33410

ARTICLE VIII

ADDITIONAL POWERS

The Directors of the corporation, in addition to the powers conferred by the laws of the State of Florida, shall have the power to make, alter and repeal the By-Laws and to set apart out of any funds of the corporation available for dividends a reserve or reserves for any proper purpose, and to alter or abolish such reserve.

(a) The corporation shall have a first lien on the shares of its members' stock and upon all dividends due them for any indebtedness by such members of the corporation.

(b) The private property of the stockholder shall not be subject to the payment of the corporate debts to any extent whatsoever.

(c) The corporation shall have full power and lawful authority to accept property, real, personal or mixed, labor and services (whether such services are performed prior to or after issuance of stock, provided that if the stock is issued prior to the rendition of the services, the shareholder shall execute a written promise to provide such services) in payment for shares of its capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

(d) The shares of capital stock of the corporation, when certificates thereof shall be issued, shall be fully paid and non-assessable.

(e) Shares of the capital stock of the corporation shall be transferred only on the books of the corporation by the holders thereof in person, or by their attorney, upon the surrender and cancellation of a certificate or certificates for like number of shares.

(f) The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation and Certificate of Incorporation in any manner now

H95000006795

or hereafter prescribed by law, and all rights conferred on officers, directors and stockholders herein are granted subject to this reserve.

ARTICLE IX

DIRECTOR ACTION

The directors of this corporation may take action by written consent as provided by law.

ARTICLE X

INDEMNITY

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

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal, at West Palm Beach, Palm Beach County, Florida, on this 12 day of May, 1995.

S. Carne (SEAL)
SIMON CARNE

STATE OF FLORIDA)
)ss:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned officer, duly authorized to take oaths and acknowledgments under the laws of the State of Florida, SIMON CARNE, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at West Palm Beach, Palm Beach County, Florida, this 12 day of May, 1995.

Notary Public, State of Florida

Serial Number

My Commission Expires

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal, at West Palm Beach, Palm Beach County, Florida, on this 12 day of May, 1995.

(SEAL)
ALFONSO DeGAETANO

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned officer, duly authorized to take oaths and acknowledgments under the laws of the State of Florida, ALFONSO DeGAETANO, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at West Palm Beach, Palm Beach County, Florida, this 12 day of May, 1995.

Notary Public, State of Florida

Serial Number

My Commission Expires:

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, the MAXIMUM JOY, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named ALFONSO DeGAETANO, located at 900 Del Lago Court, #202, Palm Beach Gardens, County of Dade, Florida, 33410, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Alfonso DeGaetano

ALFONSO DeGAETANO
Registered Agent