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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1 Kaplan Enterprises, Inc.
(Corporation Name)

(Document #)

2
(Corporation Name)

(Document #)

3
(Corporation Name)

(Document #)

4
(Corporation Name)

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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R A, Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
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96 MAY 22 PM 2:41

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

52-2422

**Articles of Incorporation
of**

Kaplan Enterprises, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be Kaplan Enterprises, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and/or mailing address of this corporation shall be:

1623 Birchwood Street
Sarasota, Florida 34231

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Thousand (1,000), at \$.001 par value, consisting of a single class and series. Each share of common stock shall entitle the holder thereof to one (1) vote on each matter considered at any stockholders' meeting. Said shares shall be paid for in lawful money of the United States of America or in property, labor, or services rendered at a just valuation to be fixed by the Board of Directors, and said shares shall be deemed fully paid and nonassessable.

ARTICLE IV INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1623 Birchwood Street, Sarasota, Florida 34231, and the name of its initial Registered Agent at that address is Clark Kaplan.

ARTICLE V TERM OF EXISTENCE

This corporation is to exist perpetually. This corporation's existence shall commence upon the filing of the Articles of Incorporation with the Secretary of State.

ARTICLE VI INITIAL DIRECTOR

The name of the initial director, if any, who shall hold office the first year of the corporation's existence or until his successor is elected, is:

Clark Kaplan

ARTICLE VII INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Clark Kaplan

1623 Birchwood Street
Sarasota, Florida 34231

ARTICLE VIII INDEMNIFICATION

Subject to the laws of the state of Florida, this corporation shall indemnify and save harmless its officers and directors of and from any suits, actions, or judgments, both civil and criminal, arising out of any act alleged to have been committed by such person in his capacity as an officer or director if such officer or director acted in good faith and in the reasonable belief that such action was in the best interest of the corporation and, in the event of criminal allegations, without reasonable grounds to believe that such action was unlawful. The corporation further shall pay all costs, legal expenses, and other charges that said officers or directors may incur in the defense of any claim, suit or action that may be instituted against said officers in their individual capacity. It is the express written purpose and intent that the corporation shall save its officers and directors harmless from any action taken by them in its behalf to the full extent and limit permitted by law.

The undersigned incorporator has executed these Articles of Incorporation this 21st day of May, 1996.

Signature of Incorporator

Clark Kaplan
Clark Kaplan

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ABOVE AND FOREGOING ARTICLES, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature Clark Kaplan
Clark Kaplan
Date May 21, 1996

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TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
Kaplan Enterprises, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is Kaplan Enterprises, Inc. (the "Corporation").

2. Article I of the Articles of Incorporation of the Corporation is amended to read as follows:

"ARTICLE I NAME

The name of the corporation shall be **Planetary Clubhouse Music, Inc.**"

3. This Amendment was recommended by the board of directors to the Corporation's shareholders on August 12, 1996.

4. This Amendment was approved by the holders of a majority of the Corporation's common stock, which is the only group of the Corporation's shareholders entitled to vote on the Amendment, and the number of votes in favor of the Amendment was sufficient for approval.

IN WITNESS WHEREOF, Kaplan Enterprises, Inc. has caused these Articles of Amendment to be executed on this 10th day of August, 1996.

Kaplan Enterprises, Inc.

By: Clark Kaplan, President
Clark Kaplan, President