

**CAPITAL CONNECTION, INC.**  
 417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service \_\_\_\_\_ Two Day Service \_\_\_\_\_

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

REQUEST \_\_\_\_\_ TAKEN \_\_\_\_\_ CONFIRMED \_\_\_\_\_ APPROVED \_\_\_\_\_  
 DATE 9/30 \_\_\_\_\_  
 TIME \_\_\_\_\_ CK No. \_\_\_\_\_  
 BY \_\_\_\_\_

WALK-IN 12:00 2/K  
 Will Pick Up AD 10-1

11-2529-7 FOLDERS INC., THOMASVILLE, GA.

RE: Groove Merchants Records, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
C U S: <u>100001959991</u>		
<input type="checkbox"/> Fictitious Name File	<u>***\$122.50</u>	<u>***\$122.50</u>
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s. _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( ) _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prop.		
<input type="checkbox"/> FAX ( ) _____ pgs.		
<b>SUBTOTALS</b>		

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

RECEIVED  
 96 SEP 30 PM 12:37  
 DIVISION OF CORPORATE AFFAIRS  
 TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
GROOVE MERCHANT RECORDS, INC.

A Florida Corporation

I, the undersigned, hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of becoming a corporation for profit under the laws of the State of Florida, and do hereby certify that I have become such corporation under and pursuant to the following Articles of Incorporation:

ARTICLE I

The name of the corporation is:

GROOVE MERCHANT RECORDS, INC.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is 60, all of which is without par value. All stock shall be paid and non-assessable. (Shares of stock without nominal or par value may be issued and disposed of for such consideration as may be fixed, from time to time, by the Board of Directors).

ARTICLE IV

The corporation shall have perpetual duration.

ARTICLE V

The initial street address of the registered office of the corporation shall be and is 7944 Whitebridge Glen, University Park, FL 34201, and the name of the initial registered agent of the corporation at this address is Daniel Lester.

The business shall be located at 7944 Whitebridge Glen, University Park, FL 34201.

FILED  
96 SEP 30 AM 9:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE VI

The number of directors of this corporation shall be and is one (1). That number may be increased (or diminished) from time to time by the By-Laws adopted by the Stockholders.

#### ARTICLE VII

The names and addresses of the members of the first board of directors, who, subject to the provisions of the Certificate of Incorporation, the By-Laws of the corporation and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

Daniel Lester  
7944 Whitebridge Glen  
University Park, FL 34201

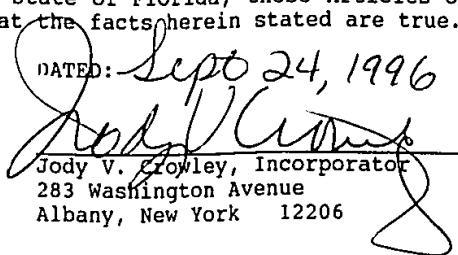
#### ARTICLE VIII

The officers of the corporation shall be a President, Secretary and Treasurer, and such other officers, agents and factors as may be deemed necessary, including one or more Vice Presidents. All officers, agents and factors shall be chosen in such manner, hold their offices for such terms and have such powers and duties as maybe prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices except that the President or Vice President shall not also be the Secretary of Assistant Secretary of this corporation.

The corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this day for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file, in the Office of the Secretary of State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.

DATED: *Sept 24, 1996*

  
Jody V. Crowley, Incorporator  
283 Washington Avenue  
Albany, New York 12206

FILED  
96 SEP 30 AM 9:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

Pursuant to Chapter 43.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That Groove Merchant Records, Inc., a corporation desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at 7944 Whitebridge Glen, University Park, County of *MANATEE* State of Florida, has named Daniel Lester at that address as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above named 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.

DATED: *11/30/86*

*Daniel J. Lester agent.*  
Daniel Lester, Agent

ARTICLE OF INCORPORATION  
OF  
GROOVE MERCHANT RECORDS, INC.  
A Florida Corporation

FILER:

Corporate Service Bureau, Inc.  
283 Washington Avenue  
Albany, New York 12206