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DECEMBER 16, 1996

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
409 EAST GAINES STREET
TALLAHASSEE, FLORIDA 32399

RE: WALLFLOWER RECORDS, INC.

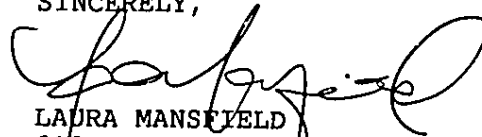
GENTLEMEN:

ENCLOSED HERewith PLEASE FIND DUPLICATE ORIGINALS OF THE ARTICLES OF INCORPORATION IN REGARD TO THE ABOVE-CAPTIONED CORPORATION. ALSO ENCLOSED IS A CHECK IN THE AMOUNT OF \$ 122.50 REPRESENTING THE \$ 35.00 FILING FEE, \$ 35.00 DESIGNATION OF REGISTERED AGENT FEE AND \$ 52.50 CERTIFIED COPY FEE.

PLEASE RETURN THE APPROVED ARTICLES TO THE ATTENTION OF THE UNDERSIGNED IN THE ENCLOSED ENVELOPE.

THANK YOU FOR YOUR ASSISTANCE.

SINCERELY,



LAURA MANSFIELD
612 CLAYTON STREET
ORLANDO, FLORIDA 32804

ENCLOSURES

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ARTICLES OF INCORPORATION

OF

WALLFLOWER RECORDS, INC.

The undersigned, a natural person of the age of eighteen (18) years, acting as incorporator of the corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE ONE

The name of the corporation is WALLFLOWER RECORDS, INC.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The corporation is formed for the purpose of transaction any or all lawful business for which a corporation may be incorporated in the UNITED STATES, the State of Florida, or any other state, country, territory or nation.

ARTICLE FOUR

The aggregate number of shares that the corporation shall have authority to issue is 1000 shares with a par value of \$1.00 per share.

ARTICLE FIVE

The corporation will not commence business until it has recived for the issuance of its shares consideration of the value of One Thousand (1,000) Dollars, consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered and principle office is 612 Clayton Street, Orlando, Florida, 32804, and the name of its initial registered agent at such address is Laura Mansfield.

ARTICLE SEVEN

The number of Directors constituting the initial Board of Directors is one, and the name and address of the person who is to serve as Director until the first annual meeting of the shareholders or until their successors are elected and qualified are:


Laura Mansfield, 612 Clayton Street, Orlando, Florida, 32804.

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The name and address of the incorporator is:

Laura Mansfield, 612 Clayton Street, Orlando, Florida, 32804.

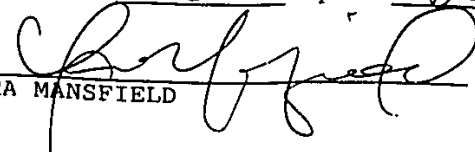
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 12 day of December, 1996.


LAURA MANSFIELD

REGISTERED AGENT

I, LAURA MANSFIELD, agree to accept the designation of Registered Agent for WALLFLOWER RECORDS, INC., located at 612 Clayton Street, Orlando, Florida, 32835. As the Registered Agent, I agree to accept service of process and to comply with all the other requirements of the Florida Statutes, Chapter 607 which apply to my capacity as Registered Agent.

Dated this 12 day of December, 1996.


LAURA MANSFIELD

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