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CYNTHIA L. SHERR, P.A.
Attorney at Law
1616 Harrison Street
Hollywood, Florida 33020
Telephone (954) 920-0111
Facsimile (954) 920-6544
Email clsherr@aol.com

January 17, 1997

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*****70.00 *****70.00

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

Enclosed please find the Articles of Incorporation, check for \$70.00, and a prepaid UPS overnight shipping bill. I would appreciate it, if you would return the filed copy of the Articles to my office via the UPS overnight shipping.

Thank you for your cooperation in this matter.

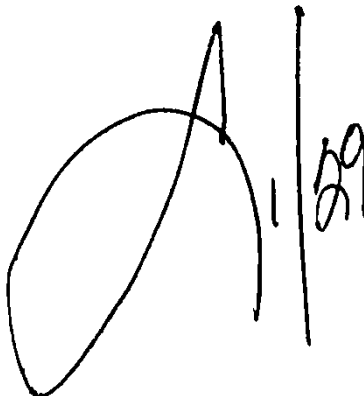
Very truly yours,



Cynthia L. Sherr

CLS/ns
enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



ARTICLES OF INCORPORATION
OF
Face the Music, Inc.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

Face the Music, Inc.

The address of the principal office of this corporation shall be 1425 Arthur Street, Suite 516, Hollywood, FL 33020, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF THE BUSINESS

This corporation may engage in every aspect of the business of boat and marine maintenance, repairs, sales. This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

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TALLAHASSEE FLORIDA

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2016 Harrison Street, Hollywood, Florida 33020, and the name of the initial registered agent of the corporation at the address is Cynthia L. Sherr, P.A..

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have 1 officer(s) and 1 director(s), initially. The name(s) and street address(es) of the initial officer(s) and director(s) who shall hold office for the first year of the corporation, or until their successor is elected or appointed is/are:

Johanna Villani
1425 Arthur Street, Suite 516, Hollywood, Florida 33020

ARTICLE VII. INCORPORATOR

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

Cynthia L. Sherr, P.A.
2016 Harrison Street, Hollywood, Florida 33020

IN WITNESS WHEREOF, the undersigned agent of Cynthia L. Sherr, P.A., has
hereunto set their hand and seal of Cynthia L. Sherr, P.A. on January 15, 1997.

CYNTHIA L. SHERR, P.A.

By: 

Cynthia L. Sherr, President

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Cynthia L. Sherr, P.A., a Florida corporation authorized to transact business in
this State, having a business office identical with the registered office of the corporation
named above, and having been designated as the Registered Agent in the above and
foregoing Articles, is familiar with and accepts the obligations of the position of
Registered Agent under Section 607.0505, Florida Statutes.

CYNTHIA L. SHERR, P.A.

By: 

Cynthia L. Sherr, President

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TALLAHASSEE FLORIDA

ASSIGNMENT OF THE SOLE INCORPORATOR
OF THE ARTICLES OF INCORPORATION
OF

Face the Music, Inc.

Cynthia L. Sherr, P.A., as sole incorporator, for value received hereby assigns any
and all rights it may have as such incorporator to the following:

Johanna Villani
1425 Arthur Street, Suite 516, Hollywood, Florida 33020

Dated this January 15, 1997.

CYNTHIA L. SHERR, P.A.

By:


Cynthia L. Sherr, President

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