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DRAKEFORD
DRAKEFORD
ACCOUNTANTS
A PROFESSIONAL ASSOCIATION

Reply to:

Tampa, Fl

March 28, 1997

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

Division of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

Re: Marketing Publishing International, Inc.

Dear Sir/Madam:

Enclosed herein is original and copy of Articles of Incorporation, together with original and copy of Registered Agent Form, regarding the above referenced corporation for filing.

Also enclosed herein is a check in the amount of \$70.00 to cover filing fees.

After filing, please forward copy of filed Articles of Incorporation to the undersigned at the address shown below.

Sincerely,

Robert L. Singer
Robert L. Singer
Associate

enc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 31 PM 3:45

P.O. Box 22023
Tampa, FL 33622-2023
(813) 248-3001
Fax: (813) 247-4115

2000 North 14th Street
Suite 410
Arlington, VA 22201
(703) 527-2200
Fax: (703) 522-2030

P.O. Box 4534
Lancaster, CA 93530-4534
(805) 940-4142
Fax: (805) 940-5533

cc 4/1/97

ARTICLES OF INCORPORATION
OF
MARKETING PUBLISHING INTERNATIONAL, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 31 PM 3:45

The undersigned, for the purpose of forming a corporation hereby adopt the following Articles of Incorporation.

ARTICLE ONE
NAME

The name of the Corporation is Marketing Publishing International, 2212 E. 4th Avenue, Tampa, FL 33605.
INC.

ARTICLE TWO
DURATION

The term of existence of the Corporation is perpetual.

ARTICLE THREE
PURPOSE

The corporation will transact any and all lawful business to include, but not restricted to, music publishing.

ARTICLE FOUR
CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is 10 all of which shall be common shares with a par value of \$1.00.

ARTICLE FIVE
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued shares of the Corporation and any securities of the Corporation convertible into carrying a right to subscribe to or acquire shares of any such unissued shares.

ARTICLE SIX
INITIAL REGISTERED OFFICE and AGENT

The street address of the initial registered office of the Corporation is 2212 E. 4th Avenue, Tampa, FL 33605 and the name of the initial registered agent at such address is Walter H.C. Drakeford.

ARTICLE SEVEN
DIRECTORS/OFFICERS

The name and address of the President of the Corporation is:

John Velasco-Mills 2212 E. 4th Avenue
Tampa, FL 33605

ARTICLE EIGHT
INCORPORATORS

The name and address of the incorporator is:

Walter H.C. Drakeford 2212 E. 4th Avenue
Tampa, FL 33605

IN WITNESS WHEREOF, I have subscribed my name on this 28 day
of March 1997.



Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

On this 28 day of March 1997 before me, the undersigned
officer, personally appeared Walter H.C. Drakeford, known to me,
to be the person whose name is subscribed to the within
instrument, and acknowledged that he executed the same for the
purpose there contained.

IN WITNESS WHEREOF, I hereunto set my hand and official
seal.



Notary State of Florida



MICHAEL M. SAWAH
COMMISSION # CC 473935
EXPIRES JUN 19, 1999
BONDED THRU
ATLANTIC BONDING CO. INC.


**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 that Marketing Publishing International, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the County of Hillsborough, State of Florida, has named Walter H.C. Drakeford, 2212 East 4th Avenue, Tampa, Florida 33605, Mailing Address: P.O. Box 22023, Tampa, Florida 33622-2023, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT AND ACCEPTANCE;

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 provisions of said Act relative to keeping open said office.


Walter H.C. Drakeford

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