

P970000063721

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800002243988--1
-07/22/97--01093--013
*****78.75 *****78.75

SUBJECT: Feel Good Music Company
(Proposed corporate name)

Enclosed is an original and one (1) copy of the Articles of
Incorporation and a check for: \$78.75 Filing Fee &
Certificate.

FROM: Feel Good Music Company
512 Cleveland St., #105
Clearwater, FL 34615
(813) 443-0033

FILED
97 JUL 22 PM 1:40
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

9N7-23-97

Articles of Incorporation
of

FEEL GOOD MUSIC COMPANY

FILED
97 JUL 22 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE:

The name of the corporation shall be Feel Good Music Company.

ARTICLE TWO:

The mailing address of this corporation shall be:

Feel Good Music Company
512 Cleveland St., #105
Clearwater, FL 34615

ARTICLE THREE:

The aggregate number of shares which the corporation shall have authority to issue is 100,000 common shares at \$1.00 par value.

ARTICLE FOUR:

The registered agent and the street address of the initial registered office of the corporation in the State of Florida is:

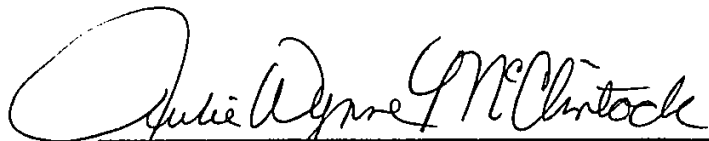
Marty Greenberg
1318 Nelson Avenue
Clearwater, FL 34615
(813) 441-9918

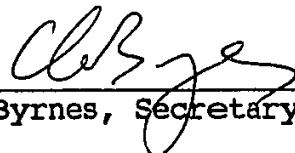
ARTICLE FIVE:

The name(s) and street address(es) of the incorporator to these Articles of Incorporation is:

Julie Wynne McClintock
512 Cleveland St., #105
Clearwater, FL 34615
(813) 443-0033

The undersigned incorporator has executed these
Articles of Incorporation this 28th day of JUNE,
1997.


Julie Wynne McClintock, President


Glen Byrnes, Secretary/Treasurer

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Feel Good Music Company

2. The name and address of the registered agent and office is:

MARTIN GREENBERG
(NAME)

1318 NELSON AVE.
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

CLEAR WATER, FLA 33755
(CITY/STATE/ZIP)

FILED
97 JUL 22 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

Martin Greenberg
(SIGNATURE)

7/3/97
(DATE)