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Thomas A. Truex
Mary M. Earnest

Reply to:
P.O. Box 291655
Davie, FL 33329

October 9, 1997

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: BIG BLUE SKY MUSIC, INC.

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****122.50 ****122.50

Ladies and Gentlemen:

Enclosed are the original and two copies of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing payment of the following:

Filing fee	\$35.00
Certified copy fee	\$52.00
Registered agent fee	\$35.00

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

You will note that the Registered Agent is named in the Articles of Incorporation.

Thank you for your courtesies in this matter.

Very truly yours,

Mary M. Earnest

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DIVISION OF CORPORATIONS
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10/14/97

**ARTICLES OF INCORPORATION
OF
BIG BLUE SKY MUSIC, INC.**

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ARTICLE I. CORPORATE NAME.

The name of this corporation is: BIG BLUE SKY MUSIC, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock with one dollar (\$1.00) par value.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence, commencing upon filing of these articles.

ARTICLE V. MAILING ADDRESS.

The address of the principal office of the corporation is 1745 NW 74th AVENUE, PLANTATION, FL 33313; and the mailing address of the corporation is 1745 NW 74th AVENUE, PLANTATION, FL 33313.

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

JILL A. APOLINARIO
1745 NW 74th AVENUE
PLANTATION, FL 33313

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS.

This Corporation shall have 2 director(s) initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTOR.

The name(s) of the initial director(s) of this Corporation and their street addresses are:

JILL A. APOLINARIO, 1745 NW 74th AVENUE, PLANTATION, FL 33313
SUSAN L. CRAGO, 1745 NW 74th AVENUE, PLANTATION, FL 33313

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

JILL A. APOLINARIO
1745 NW 74TH AVENUE
PLANTATION, FL 33313

ARTICLE X. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI. INDEMNIFICATION.

The Corporation shall indemnify any officer or Director, or any former officer, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 10 day of OCTOBER, 1997.

Jill A. Apolinario
JILL A. APOLINARIO

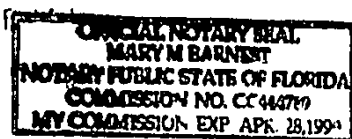
STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared JILL A. APOLINARIO, who has produced [type of identification]

FLA DRIVERS LICENSE, [Number] A145-421-59-758-0 as identification and who did not take an oath.

Witness my hand and official seal in the County and State last aforesaid this 10th day of October, 1997

Mary M. Earnest
(Signature of Notary Public)



MARY M. EARNEST
(Name of Notary Public typed, printed stamped) Notary Public, State of Florida

My commission expires: 4/28/99

DESIGNATION AND ACCEPTANCE

IN COMPLIANCE with Section 48.091, Florida Statutes, the following is submitted:

That BIG BLUE SKY MUSIC, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 1745 NW 74th AVENUE, PLANTATION, FL 33313, County of BROWARD, State of Florida, has named JILL A. APOLINARIO, located at 1745 NW 74th AVENUE, PLANTATION, FL 33313, BROWARD County, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Date: _____

10/10/97


JILL A. APOLINARIO, Registered Agent

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