

**ROBIN B. DERMER**  
ATTORNEY AT LAW

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1901 WEST CYPRESS CREEK ROAD  
SUITE 406  
FORT LAUDERDALE, FLORIDA 33309

TELEPHONE: (954) 351-0900  
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E-MAIL: MUSICLAW@JUNO.COM

October 9, 1997

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

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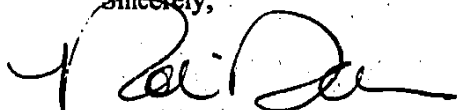
RE: ARTICLES OF INCORPORATION  
MUSICAL MESSAGES, INC.

Dear Sir/Madame:

Enclosed please find an original and copy of the Articles of Incorporation and Certificate of Designation for MUSICAL MESSAGES, INC. along with my check in the amount of One Hundred and Twenty Two Dollars and Fifty (\$122.50) Cents. Kindly file same and return a certified copy to my attention in the enclosed self-addressed stamped envelope.

Thank you for your prompt attention to this matter.

Sincerely,



ROBIN B. DERMER

P. Hall

OCT 15 1997

**ARTICLES OF INCORPORATION**

**MUSICAL MESSAGES, INC.**

**ARTICLE I**

The name of this corporation shall be MUSICAL MESSAGES, INC.

**ARTICLE II**

The purpose of this corporation shall be to transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE III**

The term of this corporation shall be perpetual.

**ARTICLE IV**

This corporation shall have the authority to issue 1,000 shares of common stock of \$1.00 par value.

**ARTICLE V**

The street address of the initial **principal** office shall be 1901 West Cypress Creek Road, Suite 406, Fort Lauderdale, Florida 33309.

**ARTICLE VI**

This corporation shall have one director initially. The corporation is authorized to have as little as one (1) and as many as seven (7) Directors without amending the Articles of Incorporation. Adding any number of Directors over three (3) shall be decided by a majority of the directors present and voting at any Director's meeting called for the purpose of such a decision.

**ARTICLE VII**

The first Board of Directors shall consist of:

Robin Dermer, 1901 West Cypress Creek Road, Suite 406, Fort Lauderdale,  
Florida 33309.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE VIII

The incorporator of this corporation is:

Robin Dermer, 1901 West Cypress Creek Road, Suite 406, Fort Lauderdale,  
Florida 33309.

who has subscribed to one thousand (1,000) shares of stock.

## ARTICLE IX

The incorporator(s) of this corporation may act as the first Board of Directors and shall have the authority to designate the parties to be the President, Secretary and Treasurer of the company unless or until modified by the Board of Directors and recorded in the By-Laws of the company. At the direction of the incorporator(s) and later the Board of Directors, an individual may hold more than one office with the corporation.

Directors need not be residents of this state or shareholders unless Articles of Incorporation or Bylaws so require.

Directors shall have the authority to fix the compensation unless otherwise provided in the Articles of Incorporation or Bylaws.

Members of the Board of Directors may participate in regular, special and annual meetings of the board of directors by means of conference telephone or similar communications equipment as provided by law, however upon notice by the Board of Directors, special meetings of the board of directors may require actual attendance in fact in person by each of the directors.

## INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, or person exercising powers or duties of a director, to the full extent now or hereinafter permitted by law. Said indemnification may be established in the manner set out and provided for in the bylaws of this corporation, however no special provision need be made for this provision to apply.

## CORPORATE

SEAL

Incorporator

  
ROBIN DERMER

CERTIFICATE OF DESIGNATION

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REGISTERED AGENT/REGISTERED OFFICE OCT 15 PM 2: 25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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:

**MUSICAL MESSAGES, INC.**

2. The name and street address of the initial Registered Office and Initial Registered Agent at that office are:

Robin Dermer  
1901 West Cypress Creek Road  
Suite 406  
Fort Lauderdale, Florida 33309

SIGNATURE

  
(Corporate officer)

TITLE: PRESIDENT

DATE: October 9, 1997

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.

SIGNATURE

  
ROBIN DERMER

DATE: October 9, 1997