

P9800024739

March 12, 1998

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

100002458171--1
-03/16/98-01063-016
****122.50 ****122.50

Re: NEW MUSIC DIRECT, INC.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

FILED
98 MAR 16 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Robert Alan Murphy

NEW MUSIC DIRECT, INC.

P.O. BOX 690385
ORLANDO, FL 32819

F. GHESSER MAR 17 1998

ARTICLES OF INCORPORATION

of

NEW MUSIC DIRECT, INC.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

NEW MUSIC DIRECT, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue five hundred shares (500) of one Dollar(s) (\$ 1) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	ROBERT ALAN MURPHY		
ADDRESS	14156 SNEAD CIRCLE		
CITY	ORLANDO	FLORIDA	ZIP 32837

The principal office, if known, or the mailing address of the corporation is:

NAME	NEW MUSIC DIRECT		
ADDRESS	P.O. BOX 690385		
CITY	ORLANDO	FLORIDA	ZIP 32869

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	ROBERT ALAN MURPHY		
ADDRESS	14156 SNEAD CIRCLE		
CITY	ORLANDO	STATE FLORIDA	ZIP 32837
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	ROBERT ALAN MURPHY		
ADDRESS	14156 SNEAD CIRCLE		
CITY	ORLANDO	STATE	FLORIDA ZIP 32837
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 13 day of March, 1998.

[Signature] (Seal)

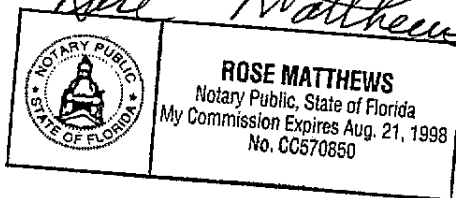
____ (Seal)

____ (Seal)

Personally Known by

Rose Matthews

Rose Matthews



CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

NEW MUSIC DIRECT, INC.
(name of corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 14156 SNEAD CIRCLE / ORLANDO, FL
32837

has named ROBERT ALAN MURPHY
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.



(registered agent)

ROBERT ALAN MURPHY