CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

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Soft Monkey Music, Inc.

Will Pick Up

Signature

Name

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ARTICLES OF INCORPORATION

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<u>OF</u>

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SOFT MONKEY MUSIC, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

SOFT MONKEY MUSIC, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1007 S.W. 18th Street Ft. Lauderdale, Florida 33315

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Andrew B. Peretz, Esq.

BARRETT GRAVANTE CARPINELLO & STERN, LLP
One East Broward Blvd.
Suite 620

Ft. Lauderdale, Florida 33301

ARTICLE V INCORPORATOR(S)

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

Dean Madonia c/o Andrew B. Peretz, Esq. BARRETT GRAVANTE CARPINELLO & STERN LLP One East Broward Blvd. - Suite #620 Ft. Lauderdale, Florida 33301

The undersigned has(have) executed these Articles of Incorporation this

4/1 day of March, 1998.

Signature/Title

CERTIFICATE OF DESIGNATION

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	ic.
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SOFT MONKEY MUSIC, INC.

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

Andrew B. Peretz, Esq.

BARRETT GRAVANTE CARPINELLO & STERN, LLP

One East Broward Blvd.

Suite 620

Ft. Lauderdale, Florida 33301

SIGNATURE

Dean Madonia

TITLE:

President

DATE 9

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

Andrew B. Peretz

DATE

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