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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Penup Records Inc.

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NEW FILINGS	
☒	Profit
☐	NonProfit
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☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A. Officer/Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

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4/6/98

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 98 APR -3 PM 4:48
 SECRETARY OF STATE
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 98 APR -3 PM 4:06
 DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

of

PINUP RECORDS 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:

PINUP RECORDS 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) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

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

NAME	PINUP RECORDS INC		
ADDRESS	420 East Tarpon Avenue		
CITY	Tarpon Springs	FLORIDA	ZIP 34689

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	Gary Sutton		
ADDRESS	420 East Tarpon Avenue		
CITY	Tarpon Springs	FLORIDA	ZIP 34689

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	Gary Sutton		
ADDRESS	420 East Tarpon Avenue		
CITY	Tarpon Springs	STATE Florida	ZIP 34689
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

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TALLAHASSEE, FLORIDA

ARTICLE VII - INCORPORATORS

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

NAME	Gary Sutton		
ADDRESS	420 East Tarpon Avenue		
CITY	Tarpon Springs	STATE	Florida ZIP 34689
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 26 day of MARCH, 1998.

Gary Sutton (Seal)
 _____ (Seal)
 _____ (Seal)

STATE OF FLORIDA)
) SS
 COUNTY OF Pasco)

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 26 day of MARCH, 1998.

(Notary Seal)

Martin G. Larsen
 (Notary Public, State of Florida at Large)

My Commission expires: 11/26/99



MARTIN G. LARSEN
 My Commission CC500246
 Expires Nov. 26, 1999

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

OF

PINUP RECORDS INC

(name of corporation)

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 420 East Tarpon Avenue

Tarpon Springs, Florida 34689

has named Gary Sutton

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.

Gary Sutton
(registered agent)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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