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April 3, 1998

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

Re: MAMA'S MERMAID MUSIC, INC.

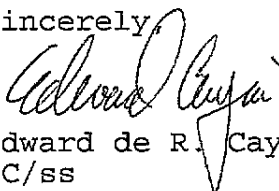
Dear Sir or Madam:

Enclosed herewith please find the Articles of Incorporation for the above-referenced corporation, and my operating account check in the amount of \$122.50 covering the various fees.

Please forward a certified copy of the Articles, and the Charter Number to this office at the above address.

Thank you for your attention to this matter.

Sincerely,



Edward de R. Cayia, P.A.
EC/ss
Enclosure as noted

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
MAMA'S MERMAID MUSIC, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation shall be MAMA'S MERMAID MUSIC, INC.

ARTICLE II. TERM OF EXISTENCE

The corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes: To engage in all legally authorized business practices in the State of Florida, including but not limited to the creation, performance, recording, reproduction, licensing, investing, marketing, and distribution of adult and children's artistic talent in the amusement, entertainment, film, and musical fields; to acquire copyrights on songs, lyrics, and musical compositions; to license and use such material for mechanical or other reproductions; to license the use by vocal, instrumental, or any other means known or to be known; to print, sell, and distribute sheet music; to acquire rights in literary and musical properties, and publish the same under contract; and to do any and all other acts necessary to the fulfillment of such endeavors.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$5.00

value stock.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is: 920 S.W. 18th Street, Fort Lauderdale, FL 33315. The name of the initial registered agent of this corporation at that address is SUSAN B. PETERSON.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time according to the ByLaws. The names and addresses of the initial Directors of the corporation are: SUSAN B. PETERSON and JULIA PETERSON at 920 S.W. 18th Street, Fort Lauderdale, FL 33315.

ARTICLE VII. INCORPORATION

The name and address of the person signing these Articles of Incorporation is as follows: SUSAN B. PETERSON of 920 S.W. 18th Street, Fort Lauderdale, FL 33315.

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend or repeal the ByLaws shall be vested in the Board of Directors and shareholders.

ARTICLE IX. RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall not be resold or otherwise transferred to other persons unless such shares are first offered to the initial shareholders of the corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this

corporation.

ARTICLE X. CALLING OF SPECIAL MEETING

Special meetings of shareholders may be called by written notice delivered to each shareholder five (5) business days prior to the meeting date.

ARTICLE XI. SHAREHOLDER QUORUM AND VOTING

Fifty one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum of a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII. MANAGEMENT OF CORPORATION BY DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation, shall be managed under the direction of the Board of Directors of the corporation.

ARTICLE XIII. DIRECTORS' TERMS

The shareholders of this corporation shall be entitled to remove any Director from office during his term.

ARTICLE XIV. DIRECTOR QUORUM AND VOTING

Two (2) Directors shall constitute a quorum for a meeting of the Directors. If a quorum is present, the affirmative vote of the majority of the Directors present shall be the act of the Board of Directors.

ARTICLE XV. MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone, as provided by law.

ARTICLE XVI. ACTION BY DIRECTORS WITHOUT A MEETING

The Directors of this corporation may take action by written consent, as provided by law.


ARTICLE XVII. INDEMNIFICATION

This corporation shall indemnify all officers or Directors or any former officer or Director, to the full extent permitted by law, provided said officer or Director was acting in the reasonable best interests of the corporation.

ARTICLE XVIII. AMENDMENT

This corporation reserves the right to amend or repeal any provision in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

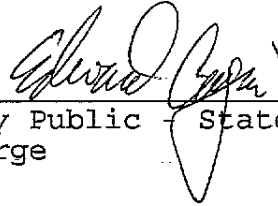
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 2 day of April, 1998.



SUSAN B. PETERSON, Incorporator

STATE OF FLORIDA)
) SS.:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me on this 2 day of APRIL, 1998 by SUSAN B. PETERSON, personally known to me, identified by FL. D.L. P362-782-42840-0, who did not take an oath.



Notary Public - State of Florida
at Large

My commission expires:



Edward Cayla
My Commission CC670645
Expires August 10, 2001

The undersigned, having been named as Registered Agent to accept Service of Process for MAMA'S MERMAID MUSIC, INC., at 920 S.W. 18th Street, Fort Lauderdale, FL 33315, does hereby agree to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the complete and proper performance of her duties.



SUSAN B. PETERSON, Registered Agent

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