

CAPITAL CONNECTION, INC.

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

P98000033546

*The Music Point Distribution
Company Inc*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 APR 13 PM 12:48

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Signature _____

Requested by: CD

Name _____

Date 4/13/98

Time 11:00

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File Cert
- _____ LTD Partnership File
- _____ Foreign Corp. File
- _____ L.C. File
- _____ Fictitious Name File
- _____ Trade/Service Mark
- _____ Merger File
- _____ Art. of Amend. File
- _____ RA Resignation
- _____ Dissolution / Withdrawal
- _____ Annual Report / Reinstatement
- ☒ Cert. Copy
- _____ Photo Copy
- _____ Certificate of Good Standing
- _____ Certificate of Status
- _____ Certificate of Fictitious Name
- _____ Corp Record Search
- _____ Officer Search
- _____ Fictitious Search
- _____ Fictitious Owner Search
- _____ Vehicle Search
- _____ Driving Record
- _____ UCC 1 or 3 File
- _____ UCC 11 Search
- _____ UCC 11 Retrieval
- _____ Courier

98 APR 13 AM 9:55
DIVISION OF CORPORATIONS

*RP
05-13-98*

ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 13 PM 12:48

THE MUSIC POINT DISTRIBUTION COMPANY INC.

Article I

Name

The name of the corporation is THE MUSIC POINT DISTRIBUTION COMPANY, INC.

Article II

Duration

This corporation shall have a perpetual existence.

Article III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

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

5355 Town Center Road
Suite 801
Boca Raton, FL 33486

Article V

Capital Stock

This corporation is authorized to issue Ten Thousand (10,000) shares of One Cent (\$.01) par value common stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 5355 Town Center Road, Suite 801, Boca Raton, FL 33486, and the name of the initial registered agent of this corporation at the address is Ronald N. Rosenwasser, Esq.

Article VII

Initial Board of Directors

This corporation shall have the following number of directors initially: 1. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Philippe Yves Schaerrer
5355 Town Center Road
Suite 801
Boca Raton, FL 33486

Article VIII

Incorporators

The name and address of the person signing these Articles are:

Ronald N. Rosenwasser, Esq.
5355 Town Center Road
Suite 801
Boca Raton, FL 33486

Article IX

Powers

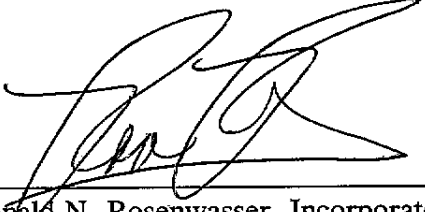
This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, to the fullest extent permitted by law

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on April 9, 1998.



Ronald N. Rosenwasser, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501 or 617.0501, 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.

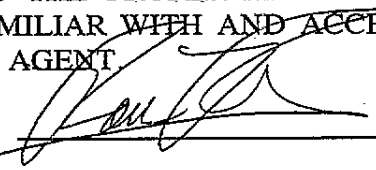
1. The name of the corporation is:

THE MUSIC POINT DISTRIBUTION COMPANY, INC.

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

Ronald N. Rosenwasser, Esq.
5355 Town Center Road
Suite 801
Boca Raton, FL 33486

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 

Date : April 9, 1998

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