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FILED
98 JUL 20 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 14th, 1998

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

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-07/20/98--01044--005
*****70.00 *****70.00

Re: **EB Music, Inc.**

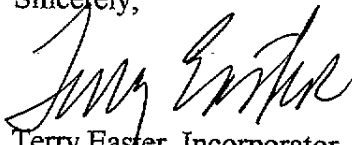
Enclosed please find the original and one copy of the Articles of Incorporation, together with a check in the amount of \$70.00.

Please file the document and return the copy stamped filed along with your cover letter addressed to:

Terry Easter
10740 N. 56th Street, Suite 114
Tampa, Florida 33617

Thank you in advance for your cooperation. If there is any problem, please call Terry Easter at (813) 985-0078

Sincerely,


Terry Easter, Incorporator

**CERTIFICATE OF INCORPORATION
OF**EB Music, Inc.FILED
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TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being over the age of eighteen years, in order to form a corporation pursuant to the provisions of the Corporate Code, hereby certifies as follows:

**FIRST
IDENTIFICATION**

The name of the corporation, hereinafter referred to as the "Corporation," is EB Music, Inc.

**SECOND
PERIOD OF EXISTENCE**

The period during which the corporation shall continue is perpetual.

**THIRD
REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Corporation is 8236 Riverboat Dr., /Tampa, FL 33637 and the name and address (if different) of the initial registered agent therein and in charge thereof, upon whom process against the Corporation may be served, is Terry Easter 8236 Riverboat Dr. Tampa, FL 33637

**FOURTH
PURPOSE**

The purpose of the Corporation is to engage in any or all lawful business for which corporations may be organized under the provisions of the General Corporation Law of Delaware.

**FIFTH
SHARES**

The total authorized capital stock of the Corporation is Five Thousand (5000) shares having a Par Value of One Dollar (1.00). All or any part of said shares may be issued by the Corporation from time to time and for such consideration as may be determined upon or fixed by the Board of Directors, as provided by law.

**SIXTH
INCORPORATOR'S ADDRESS**

The name and post office address of the Incorporator of the Corporation is as follows:

Terry Easter8236 Riverboat Dr.Tampa, FL 33637

SEVENTH
DIRECTORS

The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation and the name(s) and mailing addresses of persons who are to serve as director(s) until the first meeting of stockholders or until their successors are elected and qualify are as follows:

Terry Easter
8236 Riverboat Drive
Tampa, FL 33637

EIGHTH
INDEMNITY

Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach is one which invokes: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

The effective date of this Certificate of Incorporation shall be July 14, 1998

IN WITNESS WHEREOF, the undersigned Incorporator has caused this Certificate of Incorporation to be executed as of

July 14, 1998

Terry Easter


(Incorporator)

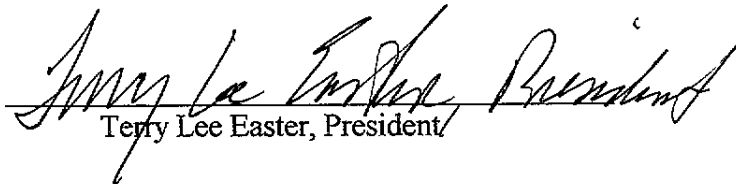
OATH OF ACCEPTANCE OF AGENT

The undersigned, having been named as the agent/ office for:

EB Music, Inc.

at the place described in the attached Articles of Incorporation, Terry Easter, hereby agrees to act in this capacity and agrees to comply with the provisions of all statues relative to the proper and complete performance of those duties, and further, is familiar with and accepts the duties and obligations in Section 607.0505 of the Florida Statutes.

Dated this 14th day of July, 1998.


Terry Lee Easter, President

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