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September 1, 1998

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

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*****70.00 *****70.00

Re: AnnuityDirect.com, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation and the Designation and Acceptance of Registered Agent for the above referenced for filing with the Florida Secretary of State. Please return the file stamped copy in the envelope provided.

Also enclosed is my check in the amount of \$70.00 to cover the filing fees.

If you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely yours,



Leslie Smith

Is

Enclosures

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AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
ANNUITYDIRECT.COM, INC.

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of this corporation is AnnuityDirect.com, Inc.

ARTICLE II

The duration of this corporation is perpetual.

ARTICLE III

The purpose or purposes for which this corporation is organized are:

- a. To do each and every thing necessary, suitable or proper for the accomplishment of any purposes related to all respects of the music recording industry.
- b. To acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitations, any shares of stock, bonds, debentures, notes, mortgages, or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefore in any lawful manner or to issue in exchange therefore its own securities or to use its unrestricted or intention that the purposes

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

- c. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for the protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other persons, association or corporation.
- d. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.
- e. The foregoing clauses shall be construed both as purposes and powers, and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by Laws of the State of Florida; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 10,000 shares of common voting stock at \$.01 (one cent) par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. To the extent of the par value of such shares, and the excess, if any, of consideration received for such shares, same shall constitute capital surplus.

ARTICLE V - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders' meeting called for that purpose.

ARTICLE VI - SHAREHOLDER RIGHTS

Shareholders of the corporation shall have pre-emptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the re-issuance of all redeemed or otherwise acquired shares, including the re-issuance of treasury shares.

This article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the corporation.

ARTICLE VII - INITIAL OFFICE AND AGENT

The street address of this corporation's initial registered office in Florida is 306 1/2 Valencia Road, West Palm Beach, FL 33401 and the name of its initial registered agent at that address is KEITH E. SHANAHAN. The principal address and the registered office address are the same.

ARTICLE VIII - DIRECTORS

The number of directors constituting the initial board of Directors of this corporation is one (1). The name and address of the persons to serve as the Directors until the first annual meeting of Shareholders, or until their successor is elected and qualifies, is:

<u>Name</u>	<u>Address</u>
Keith E. Shanahan	306 1/2 Valencia Rd. West Palm Beach, FL 33401

ARTICLE IX - INCORPORATORS

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Keith E. Shanahan	306 1/2 Valencia Rd. West Palm Beach, FL 33401

ARTICLE X - COMMON DIRECTORS

TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors of officers or are financially interested, shall either be void or voidable because of such relationship or interest if:

- (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratified the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or
- (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or
- (c) the contract is fair and reasonable to the corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratified such contract or transactions.

ARTICLE XI - BY LAWS

The By-Laws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.

DATED THIS the 1ST day of SEPTEMBER, 1998.



Keith E. Shanahan
(incorporator)

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me by Keith E. Shanahan who produced his Florida Driver's License as identification this the 1 day of Sept., 1998 by:

 Leslie G Smith
My Commission CC722491
Expires March 8, 2002


Notary Public

State of Florida

My Commission Expires: 2002

CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE NAMING,
AGENT UPON WHOM PROCESS MAY BE SERVED

The following is submitted pursuant to Sections 48.091 (1) and 607.034, Florida Statutes:

AnnuityDirect.com, Inc. desiring to organize under the laws of the State of Florida being in the county of Palm Beach, at 306 1/2 Valencia Road, West Palm Beach, FL 33401 has named Keith E. Shanahan, located at that same address as its initial registered agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the initial registered office of the Corporation of this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the corporation open from 10:00 a.m. to noon each day, except Saturdays, Sundays and legal holidays, and to pose therein a sign designating the name of the corporation and the name of its registered agent.

Date:

9/1/98

By:



Keith E. Shanahan

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
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