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Florida Department of State
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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

CARLEI TUNES CORP.

Certificate of Status	1
Certified Copy	0
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TA-11/18/98

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

CARLEI TUNES CORP.

ARTICLE II PRINCIPAL OFFICE

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

CARLEI TUNES CORP.
455 LONGBOAT CLUB ROAD - SUITE 701
LONGBOAT KEY, FL 34228

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ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1500 SHARES at NO PAR VALUE

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

JUNE SILVER
455 LONGBOAT CLUB ROAD - SUITE 701
LONGBOAT KEY, FL 34228

Prepared By:

Bruce B. Hubbard
77 East John St.
Hicksville, New York 11801
1-516-935-3940

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

JUNE SILVER
455 LONGBOAT CLUB ROAD - SUITE 701
LONGBOAT KEY, FL 34228

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

17th day of November 19 98



JUNE SILVER
Signature

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN THE DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: CARLEI TUNES CORP.

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

JUNE SILVER

Name

455 LONGBOAT CLUB ROAD - SUITE 701

(P.O. Box or Mail Drop Box NOT Acceptable)

LONGBOAT KEY, FL 34228

(City / State / Zip)

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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 the statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.


JUNE SILVER
Signature

NOVEMBER 17th 1998
Date