

*Thomas F. Rizzo, P.A.*  
*Attorney At Law*

P98000100016

November 20, 1998

Secretary Of State  
Division Of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Articles of Incorporation  
PHREEMUSIC.COM, INCORPORATED

000002695360--4  
-11/24/98--01057--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Secretary of State:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for PHREEMUSIC.COM, INCORPORATED and a check in the amount \$78.75 representing the filing fees for same.

Please return a certified copy of the same to my office in the stamped return envelope provided.

Thank you for your assistance.

Sincerely,

Thomas F. Rizzo

TFR/jge  
Enclosures

TFR  
12-1-98

FILED  
98 NOV 24 PM 12:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2340 Periwinkle Way, Suite J2 Sanibel, Florida 33957  
Tel (941) 395-0400 \* Fax (941) 395-0480

**ARTICLES OF INCORPORATION  
OF  
PHREEMUSIC.COM , INCORPORATED**

**FILED**  
98 NOV 24 PM 12:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be PHREEMUSIC.COM, INCORPORATED. The address of the principal office of this corporation shall be: 1516 Bunting Lane, Sanibel, Florida 33957 and the mailing address of the corporation shall be: 1516 Bunting Lane, Sanibel, Florida 33957.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: one thousand (1,000) shares of stock with a par value of One Dollar (\$1.00).

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be: 1516 Bunting Lane, Sanibel, Florida 33957 and the name of the initial registered agent of the corporation is: Ronald A. Damiani, whose address is the same.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI. PREEMPTIVE RIGHTS

This corporation elects to have preemptive rights.

#### ARTICLE VII. SPECIAL PROVISIONS

It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code.

#### ARTICLE VIII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one (4) Directors, initially. The name and street addresses of the initial members of the Board of Directors are:

Ronald A. Damiani  
1516 Bunting Lane  
Sanibel, Florida 33957

Robert L. Quinn  
2056 North Point Alexis Drive  
Tarpon Springs, Florida 34689

Nick DiDia  
818 East Morningside Drive  
Atlanta, Georgia 30324

Kenny DiDia  
116 North Croft Avenue  
Los Angeles, California 90048

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is

Ronald A. Damiani  
1516 Bunting Lane  
Sanibel, Florida 33957

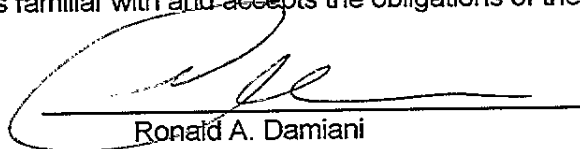
IN WITNESS WHEREOF, the undersigned incorporator of PHREEMUSIC.COM INCORPORATED has hereunto set his hand and seal this 20<sup>th</sup> day of NOVEMBER, 1998.



Ronald A. Damiani

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Ronald A. Damiani, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent.



Ronald A. Damiani