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**Florida Department of State**

Division of Corporations

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.****Grammy Wholesale Warehousing, Inc.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
GRAMMY WHOLESALE WAREHOUSING, INC.**

**ARTICLE I - NAME**

The name of this Corporation is Grammy Wholesale Warehousing, Inc.

**ARTICLE II - ADDRESS**

The address of the principal office of this Corporation is 4010 N. 28th Terrace,  
Hollywood, Florida 33020.

**ARTICLE III - CAPITAL STOCK**

This Corporation is authorized to issue 200 shares of common stock, all of  
which shall be of the par value of \$.01 per share.

**ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 1200  
South Pine Island Road, Plantation, Florida 33324 and the name of its initial  
registered agent at such address is CT Corporation System.

Prepared By:  
Pamela K. Phillips, Esq.  
LeBeouf, Lamb, Greene & MacRae, L.L.P.  
50 N. Laura Street, Suite 2800  
Jacksonville, Florida 32202  
(904) 354-8000  
Florida Bar No. 0996483

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**ARTICLE V - INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors of this Corporation shall be two (2) and the name and address of each person who is to serve as a member thereof is:

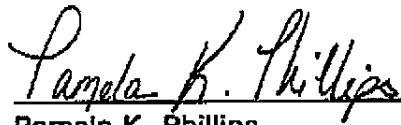
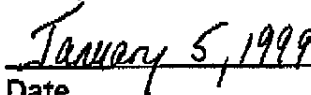
Kerry Acker  
515 E. 72nd Street  
New York, New York 10021

Karen Furer  
33 Clubside Drive  
Woodmere, New York 11598

**ARTICLE VI - INCORPORATOR**

The name and address of the incorporator is Pamela K. Phillips, 50 N. Laura Street, Suite 2800, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5th day of January, 1999.

  
\_\_\_\_\_  
Pamela K. Phillips  
Incorporator  
  
\_\_\_\_\_  
Date

Prepared By:  
Pamela K. Phillips, Esq.  
LeBeouf, Lamb, Greene & MacRae, L.L.P.  
50 N. Laura Street, Suite 2800  
Jacksonville, Florida 32202  
(904) 354-8000  
Florida Bar No. 0996483

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Grammy Wholesale Warehousing, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Hollywood, State of Florida, has named CT Corporation System, located at 1200 South Pine Island Road, City of Plantation, State of Florida, as its agent to accept service of process within Florida.

  
Pamela K. Phillips  
Incorporator

January 5, 1999  
Date

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, CT Corporation System hereby agrees to act in this capacity, and CT Corporation System further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

  
PETER F. SOUZA  
ASSISTANT SECRETARY

By CT Corporation System

1/6/99  
Date

JK143883

Prepared By:  
Pamela K. Phillips, Esq.  
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