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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

January 20, 1999

KEN CORDES 1273 PALM BLUFF DRIVE APOPKA, FL 32712

SUBJECT: GRUVHIP MUSIC WORKS, INC.

Ref. Number: W99000001490

We have received your document for GRUVHIP MUSIC WORKS, INC. and your check(s) totaling \$80.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.)

The registered agent must sign accepting the designation.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown Document Specialist

Letter Number: 399A00002713

ARTICLES OF INCORPORATION OF

Gruvhip Music Works, Inc.

The Undersigned Subscriber to these Articles of incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

Article I

The Name of this corporation shall be: Gruvhip Music Works, Inc.

Article II

The initial post office of the principle office of this corporation in the State of Florida is:

1273 Palm Bluff Dr. Apopka, Florida 32712

Article III

This corporation shall engage in any activity or business permitted under the laws of the United States of America and the State of Florida. The general nature of the business to be transacted by this corporation is to: **Record and Sell Music**

Article IV

The amount of capital with which this corporation will begin business shall not be less than: Five Hundred Dollars (\$500.00)

Article V

The Maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Hundred Thousand Shares (100,000).

Article VI

This shall have perpetual existence unless sooner dissolved according to law.

Article VII

This Corporation shall have one (1) directors initially.

The number of directors may be increased or diminished from time to time by the bylaws adopted by the stockholders, but there shall never be less than (1) one director.

Article VIII

The name and addresses of the initial director(s) of this corporation is:

Ken Cordes 1273 Palm Bluff Dr. Apopka, Fl 32712

Article IX

The name and address of the initial registered agent of this corporation is: Ken Cordes 1273 Palm Bluff Dr. Apopka, Fl 32712

Article X

The name and address of the subscriber of these articles of incorporation is: **Ken Cordes** 1273 Palm Bluff Dr. Apopka, Fl 32712

Article XI

This corporation shall indemnify any officer or director or any former officer or director to the full extent provided by law.

Article XII

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at stockholders' meetings by a majority of the stock entitled to vote thereon, unless all the directors and all stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

13 day of 55-1999.

IN WITNESS WHEREOF, We have set our hand and seal this

Ken Cordes

STATE of FLORIDA) COUNTY of ORANGE) ss.: I HEREBY CERTIFY that on this day, an officer duly authorized in the Sate and County aforesaid, to take acknowledgments, personally appeared before me Ken Cordes known to be the person described herein and who executed these Articles of Incorporation, and acknowledged before me that they executed the same.

My Commission CC647394 Expires June 27, 2001

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

In Compliance with section 48.091, Florida Statutes, The Following is submitted:

First that **Gruvhip Music Works, Inc.** desiring to organize or Qualify under the laws of the State of Florida, with it's principle place of business at the city of Apopka in the State of FLORIDA has named Kenneth R. Cordes Located at 1273 Palm Bluff Dr.. in the city of Apopka, State of FLORIDA, as it's agent to accept service of process within Florida.

Signature Date 1-13-94

Kenneth R. Cordes

Corporate Officer/ Resident Agent

Having been named to be Resident Agent and accept service of process for the above state corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature Date 1-13-99

Kenneth R. Cordes / Resident Agent

SECRETAR CORPORATIONS
ON 15 PM 12: 37