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March 9, 1999

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Secretary of State
Division of Corporations
P.O. Box #6327
Tallahassee, FL 32399

Re: Real Eyes Music Publishing

Dear Sir/Madam:

Enclosed please find two copies of the Articles of Incorporation for the above referenced corporation. In addition, please find a check in the amount of One Hundred Twenty Two Dollars and Fifty Cents.

Please send a certified copy of the Articles to my office.

Thank you for your assistance.

Sincerely,


Ashling Roche

encl.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 11 AM 8:35

U.S. DEPT. OF JUSTICE MAR 17 1999

ARTICLES OF INCORPORATION

OF

REAL EYES MUSIC PUBLISHING, INC.

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DIVISION OF CORPORATIONS

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The undersigned, acting as incorporators of a corporation under the laws of Florida, adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of this corporation is Real Eyes Music Publishing, Inc.

ARTICLE TWO

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, and may do any and all things in a corporate capacity permitted under and not inconsistent with Chapter 607 of the Florida Statutes regarding corporations for profit.

ARTICLE THREE

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 10,000 (ten thousand) shares of common stock of the par value of .01 (one cent) per share.

These shares shall carry preemptive rights.

ARTICLE FOUR

The amount of capital with which the corporation will begin business will not be less than \$500.00 (five hundred) dollars.

ARTICLE FIVE

The corporation shall have perpetual existence.

ARTICLE SIX

The initial street address of the principal office of the corporation will be 2775 East Oakland Boulevard, Suite #6, Ft. Lauderdale, FL 33306.

ARTICLE SEVEN

The number of directors will not be less than one.

ARTICLE EIGHT

The members of the first Board of Directors are to be determined at the first organizational meeting.

ARTICLE NINE

The names and street addresses of each subscriber to the Articles of Incorporation are:

1. Sheldon Prince - 2775 East Oakland Boulevard, Suite #6, Ft. Lauderdale, FL 33306.

ARTICLE TEN

The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the bylaws or to adopt new bylaws shall be vested in the Board of Directors. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the laws of the State of Florida or this Articles of Incorporation.

Any contract or other transaction between the corporation and any one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which one or more of its directors are members or employees, or in which they are interested, or between the corporation any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the

meeting of the Board of Directors of the corporation that acts upon, or in reference to, the contract or transaction, and notwithstanding his or her participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification.

ARTICLE ELEVEN

The registered agent for the corporation shall be Sheldon Prince. The place designated for service of process shall be 2775 East Oakland Boulevard, Suite #6, Ft. Lauderdale, FL 33306.

WE, THE UNDERSIGNED, being all of the original subscribers to this Articles of Incorporation, do hereby make, subscribe, acknowledge and file this Articles of Incorporation, do hereby make, subscribe, acknowledge and file this Articles and certify that the facts stated herein are true, and have hereunto set our hand and seals this 22nd day of January, 1999.

Sheldon Prince

STATE OF FLORIDA)
)SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 22nd day of January, 1999 by SHELDON PRINCE. He/she is personally known to me or has produced Driver's License identification and did/did not take an oath.

Notary Public:

sign Helene Crockett

print HELENE CROCKETT

State of Florida at Large (Seal)

My Commission Expires:



HELENE CROCKETT
My Commission CC565483
Expires Jun. 23, 2000

CERTIFICATE DESIGNATING

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is:

REAL EYES MUSIC PUBLISHING, INC.

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

Ashling M. Roche, P.A.


2775 East Oakland Boulevard, Suite 6

Fort Lauderdale, Florida 33306.

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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 THE STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

Signature


(Registered Agent)

Date

1/28/99