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Law Office of  
**ANDREW M. SCHWARTZ, P.A.**  
*A Professional Association*

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April 8, 1999

Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399  
(8504) 488-9000

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-04/09/99-01077-009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

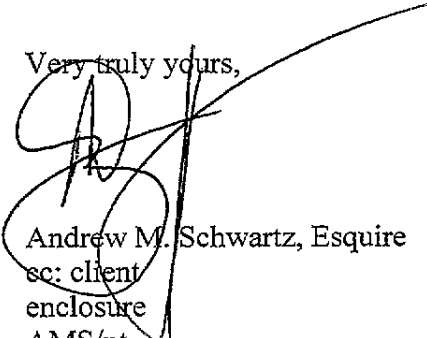
**Via Federal Express**  
**Air Bill No.: 808265239310**

Re: Incorporation of Music Motion Entertainment, Inc.  
Articles of Incorporation

Dear Secretary of State:

Please find enclosed the original and one copy of the executed Articles of Incorporation with respect to the above-mentioned corporation. Please file the Articles of Incorporation and return the filed copy to my attention in the enclosed Federal Express envelope for an expedited return. I have enclosed a check in the amount of \$78.75, which represents our filing fees. If you have any questions regarding this matter, always feel free to contact me directly.

Very truly yours,

  
Andrew M. Schwartz, Esquire

cc: client  
enclosure  
AMS/nt

schwartz multi-mail

SHARON

APR 14 1999

FILED  
99 APR -9 PM 5:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**MUSIC MOTION ENTERTAINMENT, INC.**

**FILED**  
99 APR -9 PM 5:01  
CLERK 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: **Music Motion Entertainment, Inc.**

The address of the principal office of this corporation shall be **1701 West Hillsboro Boulevard, Suite 308, Deerfield Beach, Florida 33442**, and the mailing address of the corporation shall be the same.

**ARTICLE II. NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities for business permitted under the laws of the United States, the State of Florida or any other state, country, 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 **100** shares of common stock having **\$1.00** par value per share.

**ARTICLE IV. REGISTERED AGENT**

The registered Agent for the corporation shall be **Andrew M. Schwartz, Esquire** and the registered office shall be located at:

**1701 West Hillsboro Boulevard  
Suite 308  
Deerfield Beach, Florida 33442**

## **ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

## **ARTICLE VI. 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** (1) Director, initially. The name and address of the initial member of the Board of Directors is:

<u>Name/Title</u>	<u>Street address/City, State, Zip Code</u>
<b>M. Schwartz Director</b>	<b>1701 West Hillsboro Boulevard Suite 308 Deerfield Beach, Florida 33442</b>

## **ARTICLE VII. OFFICERS**

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until his successors are elected or appointed is:

<u>Name/Title</u>	<u>Street address/City, State, Zip Code</u>
<b>M. Schwartz President/Vice President/Secretary/Treasurer</b>	<b>1701 West Hillsboro Boulevard Suite 308 Deerfield Beach, Florida 33442</b>

## **ARTICLE VIII. INCORPORATOR**

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

**M. Schwartz  
1701 West Hillsboro Boulevard  
Suite 308  
Deerfield Beach, Florida 33442**

**IN WITNESS WHEREOF**, the undersigned agent of **Music Motion Entertainment, Inc.**, has hereunto set his hand and seal of **M. Schwartz** on this **8th** day of **April, 1999**.

**MUSIC MOTION ENTERTAINMENT, INC.**

By:   
Its Agent, **M. Schwartz**

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

**I HEREBY CERTIFY** that I have accepted the designation as Registered Agent of:

**Music Motion Entertainment, Inc.**

and agree to serve as its agent to accept service of process within this State at its Registered Office.

  
\_\_\_\_\_  
ANDREW M. SCHWARTZ, ESQUIRE

**FILED**  
99 APR -9 PM 5:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA