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LARSON & LARSON, P.A.

ATTORNEYS AT LAW
Practicing Domestic & International
Patent Trademark & Copyright Law
Trial and Appellate Litigation

H. WILLIAM LARSON
HERBERT W. LARSON
ALSO ADMITTED IN DELAWARE AND THE DISTRICT
OF COLUMBIA AND REGISTERED TO PRACTICE
BEFORE THE U. S. PATENT AND TRADEMARK
OFFICE. (REG. NO. 21008).
JAMES E. LARSON
REGISTERED TO PRACTICE BEFORE THE
U. S. PATENT AND TRADEMARK OFFICE
(REG. NO. 37887).

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727-546-0660
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BATTAGLIA, ROSS, DICUS & WEIN, P.A.
TRIAL COUNSEL

July 16, 1999

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-07/19/99-01051-007
*****70.00 *****70.00

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Incorporation of Independent Music Group, Inc.
My File 1273

Dear Madam Secretary:

Enclosed in connection with the above is the Articles of Incorporation and a check
\$70.00 to cover the cost. Please direct all correspondence to the undersigned. Thank you in
advance for your assistance.

Very truly yours,

LARSON & LARSON, P.A.


H. William Larson

Enclosure

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL 19 AM 9:34

FILED

F. CHESSE

JUL 27 1999

**ARTICLES OF INCORPORATION
OF
INDEPENDENT MUSIC GROUP, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
99 JUL 19 AM 9:34
FILED

1. The name of the corporation is **Independent Music Group, Inc.**
2. The principal place of business and mailing address of the corporation is 1832 Fox Circle, Clearwater, FL 33764.
3. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.
4. The total number of shares of stock which the corporation is authorized to issue is one hundred thousand (100,000), no par value.
5. The business and affairs of the corporation shall be managed by the Board of Directors, and the directors need not be elected by ballot unless required by the By-Laws of the corporation.
6. In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized to adopt, amend or repeal the By-Laws.
7. The corporation reserves the right to amend and repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Florida. All rights conferred are granted subject to this reservation.
8. The name and address of its registered office in the State of Florida is Sean R. Colpoys, 1832 Fox Circle, Clearwater, FL 33764.
9. The name and mailing address of the persons who are to serve as a directors until the first annual meeting of the stockholders or until successors are elected and qualified are:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Sean R. Colpoys	1832 Fox Circle, Clearwater, FL 33764

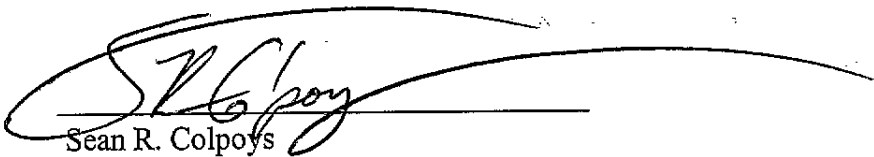
Richard A. Cliff

1832 Fox Circle, Clearwater, FL 33764

10. The incorporator is Sean R. Colpoys, 1832 Fox Circle, Clearwater, FL 33764.

I, THE UNDERSIGNED, being the incorporator, for the purpose of forming a corporation under the Laws of the State of Florida, do make, file and record this Certificate of Incorporation, certifying that the facts herein stated are true.

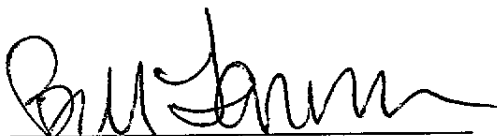
I, THE UNDERSIGNED, accept appointment as registered agent for and state that I am familiar with and accept the obligations provided for in § 607.0505 Florida Statutes.


Sean R. Colpoys

STATE OF FLORIDA)
COUNTY OF PINELLAS)

FILED
99 JUL 19 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this July 16, 1999 by Sean R. Colpoys, who is personally known to me.


Notary Public

Seal:

