

LYLE M. KOENIG, ESQ.

ATTORNEY AND COUNSELOR AT LAW

MERCEDE EXECUTIVE PARK / PARKVIEW BUILDING
1886 NORTH UNIVERSITY DRIVE • PLANTATION, FLORIDA 33322

OF COUNSEL, LAW OFFICES OF STEVEN B. FEREN, P.A.

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MEMBER OF FLORIDA AND MINNESOTA BARS

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-09/13/99-01126-003
****122.50 *****78.75

September 10, 1999

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

EFFECTIVE DATE

9-8-99

Re: Musically Bound, Inc.

To Whom It May Concern:

Enclosed, please find original and one copy of Articles of Incorporation for the above referenced company and firm check number 1766 in the amount of \$122.50 as and for filing fee.

Sincerely,

Lyle M. Koenig
Lyle M. Koenig

FILED
99 SEP 13 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enc.

Lyle Koenig GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Pat VIII*
DATE *9/12/99*
DOC. EXAM *D. Brown*

D. BROWN SEP 17 1999

EFFECTIVE DATE
9-8-99

ARTICLES OF INCORPORATION
OF MUSICALLY BOUND, INC.

FILED
99 SEP 13 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is MUSICALLY BOUND, INC. and its principal place of business is 1133 Fairlake Trace, #2003, Weston, FL 33326.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of Ten Dollars (\$10.00) par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1133 Fairlake Trace, #2003, Weston, FL 33326, and the initial registered agent at this address is Steven Slowik.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial Director(s) of this corporation are as follows: Steven Slowik.

ARTICLE IX - INCORPORATORS

The name and address of the person signing these Articles is: Steven Slowik, 1133 Fairlake Trace, #2003, Weston, FL 33326.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

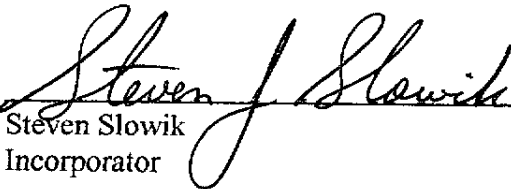
ARTICLE XI - INDEMNIFICATION

This Corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE XII

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The Corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 8 day of September, 1999


Steven Slowik
Incorporator

Alvin Samis
Witness

Barbara Sloiwick
Witness

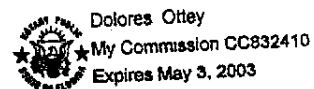
STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 8 day of September 1999, by Steven Sloiwick, who is personally known to me or has produced _____ as identification and who did/did not take an oath.

Dolores Otley
Notary Public, State of Florida
at large

My Commission Expires: 5/3/03



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

99 SEP 13 PM 4:35
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: That MUSICALLY BOUND, INC., desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at Steven Slowik, 1133 Fairlake Trace, #2003, City of Weston, County of Broward, State of Florida, has named Steven Slowik, 1133 Fairlake Trace, #2003, in the City of Weston, County of Broward, State of Florida, as its agent to accept service of process within the State of Florida.

September 8, 1999
Date

Steven J. Slowik
Steven Slowik

Having been named to accept service of process for the above named 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.

September 8, 1999
Date

Steven J. Slowik
Resident Agent