

Filing fee: \$150.00  
License fee: \$15.00 minimum  
(Section 7-1.1-124)

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

CORPORATIONS DIVISION  
100 NORTH MAIN STREET  
PROVIDENCE, RI 02903

Corp. I.D. # 0A301572

APPLICATION FOR  
CERTIFICATE OF AUTHORITY  
OF

IN YOUR EAR RECORDS, LTD. **73435**

To the Secretary of State  
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is IN YOUR EAR RECORDS, LTD. <sup>ok file</sup>

SECOND: The name which it elects to use in Rhode Island is SAME

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of MASSACHUSETTS

FOURTH: The date of its incorporation is JAN. 8, 1987 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 957 COMMONWEALTH AVE, BOSTON MA 02115

SIXTH: The address of its proposed registered office in Rhode Island is 277 THAYER ST, PROVIDENCE RI. 02906 and the name of its proposed registered agent in Rhode Island at that address is CHRISTOPHER ZINGG

Christopher D Zingg  
Signature

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

RETAIL SALES OF RECORDS, COMPACT DISCS, CASSETTES AND OTHER MUSIC RELATED ITEMS.

Rec'd & Filed

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SECRETARY OF STATE  
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EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
REED LAPPIN	Director	42 BRACKETT ST., BRIGHTON MA 02135
CHRISTOPHER ZINGG	Director	28 LOCUST ST., PROVIDENCE R.I. 02906
MARK HENDERSON	Director	175 ALLERTON RD. NEWTON MA 02161

<u>Name</u>	<u>Office</u>	<u>Address</u>
REED LAPPIN	President	42 BRACKETT ST., BRIGHTON MA 02135
	Vice President	
CHRISTOPHER ZINGG	Secretary	28 LOCUST ST., PROVIDENCE R.I. 02906
MARK HENDERSON	Treasurer	175 ALLERTON RD., NEWTON MA 02161

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
15,000	COMMON		Without Par Value

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
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ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 70,000.00 .

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 25,000.00 .

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 600,000.00 .

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 275,000.00 .

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated July 28, 1993 IN YOUR EAR RECORDS, LTD.  
[Exact Corporate Name of Corporation Making Application]

By Reed Zappin  
Its Reed Zappin President  
and Christopher D. Zings  
Its Christopher D. Zings Secretary

STATE OF North Carolina }  
COUNTY OF Norfolk } SC.

At 3 Summit Ave. Breckton in said County on the 28 day  
of July 1993, before me personally appeared Reed Zappin  
and Christopher D. Zings, who being by me first duly sworn, declared that  
~~they are~~ <sup>they</sup> ~~the~~ President - Secretary of In Your Ear Records, Ltd.  
that he signed the foregoing document as such President - Secretary of the  
corporation, and that the statements therein contained are true.

Leonard Fisher  
Notary Public  
LEONARD FISHER, Notary Public  
My Commission Expires August 19, 1998

(NOTARIAL SEAL)

249626

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION

GENERAL LAWS, CHAPTER 156B, SECTION 12

I hereby certify that, upon an examination of the within-written articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$150.00 having been paid, said articles are deemed to have been filed with me

this 8th day of January 1987

Effective date

*Michael J. Connolly*  
MICHAEL J. CONNOLLY  
Secretary of State

*Michael J. Connolly*  
MICHAEL J. CONNOLLY  
SECRETARY OF STATE  
A TRUE COPY ATTEST

RECEIVED  
SECRETARY OF STATE

JUL 23 10 50 AM '87

PHOTO COPY OF ARTICLES OF ORGANIZATION TO BE SENT TO BE FILLED IN BY CORPORATION

TO:

IN YOUR EAR RECORD, LTD.

1030 COMMONWEALTH AVE

Boston, MASS. 02215

Telephone 739-1236 (617) AREA CODE

FILING FEE: 1/20 of 1% of the total amount of the authorized capital stock with par value, and one cent a share for all authorized shares without par value, but not less than \$150 General Laws, Chapter 156B. Shares of stock with a par value less than one dollar shall be deemed to have par value of one dollar per share.