

FILED/EFFECTIVE

ARTICLES OF INCORPORATION OF WARPONY RECORDS, INC.

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The undersigned, for the purpose of forming a corporation under the General Business Corporation Act of the State of Idaho, hereby adopt the following Articles of Incorporation: **STATE OF IDAHO**

ARTICLE I. Name

The name of the corporation is WARPONY RECORDS, Inc.

ARTICLE II. Stock

The corporation shall have the authority to issue one class of stock. The classification and par value of each share shall be 100,000 shares at \$25.00.

ARTICLE III. Registered Agent/Office

The address of the corporation's initial registered office in the state of Idaho is 206 Agency Rd. Lapwai, Idaho 83540, and the name of the initial registered agent at such address is Tommy "Big Swoll" Williams, Jr.

ARTICLE IV. Incorporator

The name and post office address of each incorporator(s) signing the Articles of Incorporation are as follows:

1. Tommy "Big Swoll" Williams, Jr. P.O. Box 255 Lapwai, Idaho 83540
2. SEAGRAM (SIG) HOBBS Box 255 Lapwai Id
3. HERBERT (HERB) SHAH Box 255 Lapwai Id
4. Rebecca Miles Williams Box 255 Lapwai Id

The person to contact with any questions concerning this filing is: Tommy Evans Williams, Jr. P.O. Box 255 Lapwai, Idaho 83540 (208) 791-9600.

ARTICLE V. Board Of Directors

The Board of Directors will be elected by the Shareholders at their first annual meeting to be held on February 15, 2002 at 7:00 P.M.

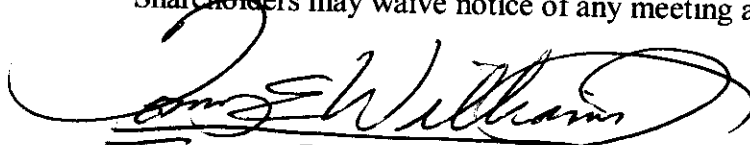
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President or vice-president shall cause notice of the meeting to be provided to the shareholders entitled to vote in accordance with **Section 2.5**.

Section 2.4 Place of Meeting. The board of directors may designate any place, either within or without the state of Idaho, as the place of meeting for any annual meeting or special meeting called by the board of directors. A waiver of notice signed by all shareholders entitled to vote at a meeting may designate any place, either within or without the state of Idaho, as the place for holding the meeting. If no designation is made, or if a special meeting is otherwise called, the place of meeting shall be at the principal office of the corporation in the state of Idaho.

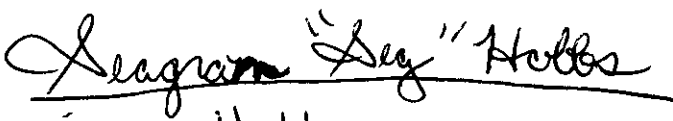
Section 2.5 Notice of Meeting. Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not fewer than 10 nor more than 50 days before the date of the meeting, either personally or by mail, by or at the direction of the president, the secretary, or the persons calling the meeting, to each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the shareholder's address as it appears on the stock transfer books of the Corporation, postage prepaid. An affidavit of the mailing or other means of giving any notice of any shareholders meeting shall be executed by the secretary, or any other person providing the notice on behalf of the Corporation. Shareholders may waive notice of any meeting as long as it is in writing.


Tommy "Big Smil" Williams, Sr.

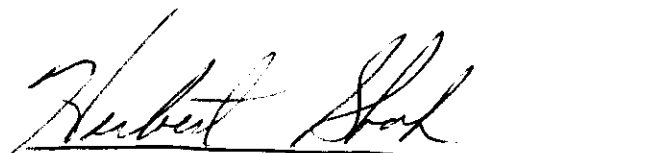
4/08/02
Date


Rebecca Miles-Williams

1/28/02
Date


SEAGRAM Seg Hobbs

1-11-02
Date


Herb Shah

1-11-02
Date