

ARTICLES OF INCORPORATION
OF
MSG ENTERTAINMENT, INC.

FILED
in the office of the Secretary of State
of the State of California

MAY 26 2010

ARTICLE I

The name of the corporation is: MSG ENTERTAINMENT, INC.

ARTICLE II

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California, other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

ARTICLE III

The name and address in California of the corporation's initial agent for service of process is: Steven Shapiro; Summit Business Management, 16255 Ventura Blvd., Suite 625, Encino, CA 91436.

ARTICLE IV

This corporation is authorized to issue only one (1) class of stock and the total number of shares that this corporation is authorized to issue is 10,000 shares.


ARTICLE V

The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

ARTICLE VI

The corporation is authorized to provide indemnification of agents (as defined in Section 317 of the Corporations Code) for breach of duty to the corporation and its stockholders through the bylaw provisions or through agreements with the agents, or both, in excess of the indemnification otherwise permitted by Section 317 of the Corporations Code, subject to the limits of such excess indemnification as set forth in Section 204 of the Corporations Code.

Dated: May 26, 2010


Bianca Ortega, Incorporator