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FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: RISING RHYTHM, INC.

AUDIT NUMBER.....H98000011992

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 29, 1998

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SUBJECT: RISING RHYTHM, INC.
REF: W98000014815

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ARTICLES OF INCORPORATION

of
RISING RHYTHM, INC.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

RISING RHYTHM, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue **FIVE HUNDRED** shares (500) of one Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	DARREN BONDY		
ADDRESS	11541 N.E. 7th AVE		
CITY	MIAMI	FLORIDA	ZIP 33161

The principal office, if known, or the mailing address of the corporation is:

NAME	RISING RHYTHM, INC.		
ADDRESS	901 N.E. 125th St, Suite #103		
CITY	North Miami	FLORIDA	ZIP 33161

(305) 895-7355
Joseph Paternostro
Accounting Services
11541 N.E. 7th Ave
Miami, FL 33161

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors 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 names and addresses of the initial director(s) of the corporation are as follows:

NAME	DARREN BONDY		
ADDRESS	11541 N.E 7TH AVE		
CITY	STATE	ZIP	
		FL	33161
NAME			
ADDRESS			
CITY	STATE	ZIP	
NAME			
ADDRESS			
CITY	STATE	ZIP	

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	DARREN BONDY, President		
ADDRESS	11541 N.E 7TH AVE		
CITY	STATE	ZIP	
		FL	33161
NAME			
ADDRESS			
CITY	STATE	ZIP	
NAME			
ADDRESS			
CITY	STATE	ZIP	

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 23rd day of June, 1998

Darren W Bondy (Seal)

_____ (Seal)

_____ (Seal)

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CERTIFICATE OF REGISTERED AGENT
OF

RISING RHYTHM, INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 11541 N.E. 7th AVE
MIAMI, FL 33161

has named DARREN BONDY
located at the aforesaid address, as its Registered Agent to accept service of process within
this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated
corporation at the place designated in this certificate, and being familiar with the obliga-
tions of that position, I hereby accept to act in this capacity, and agree to comply with the
provisions of Florida Law in keeping open said office.

Darren Bondy
DARREN BONDY (registered agent)

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