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FROM: EMPIRE CORPORATE KIT COMPANY

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FAX #: (305)541-3770

NAME: RISING RHTHM, INC.

AUDIT NUMBER..... H98000011992

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June 29, 1998

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SUBJECT: RISING RHYTHM, INC.

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Becky McKnight Document Specialist FAX Aud. #: H98000011992 Letter Number: 998A00035270

H98000811992

FIRT LES OF INCORPORATION

RISING RHYTHM, INC.

(name of corporation)

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

ARTICLE II - DURATION ARTICLE III - PURPOSE The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the Doilard States and the State of Florida. ARTICLE IV. CAPITAL STOCK The corporation is authorized to iss. FIVE HUNDREMARES (500) of Gine Dollar(s) (S. 1.00) par value Common Stock, which shall be designated "Common Shares". ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT The screen address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is: NAME DARREN BONDY The principal office, if known, or the mailing address of the corporation is: NAME RISING RHYTHM TO ADDRESS 901 N.E. 125 TH SUITE # 103		ARTICLE I - COI	RPORATE NAME	
ARTICLE II - DURATION ARTICLE III - PURPOSE ARTICLE III - PURPOSE ARTICLE III - PURPOSE ARTICLE III - PURPOSE ARTICLE IV - CAPITAL STOCK The corporation is authorized to issue. Five Hundre Pares (500) of Girle 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 115 41 - N.E. THAVE CITY MIAMI FLORIDA ZIP 33161 NAME RISING RHYTHM TOCK ADDRESS 901 N.E. 125 THM TOCK ADDRESS 901 N.E. 125 THM THM TOCK ADDRESS 901 N.E. 125 THM TOCK ADDRE	The name of the corporation is:	RISING	- RHYT	THM JNC.
This corporation shall exist perpetually unless dissolved according to Fiorida 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 States of Florida. ARTICLE IV. CAPITAL STOCK The corporation is authorized to isss. FIVE HUNDRESTATES (500) of	<u> </u>			
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ARTICLE IV. CAPITAL STOCK The comporation is authorized to iss. FIVE HUNDREDIATES (500) of		ARTICLE III	- PURPOSE	2: 07 STATE ORIDA
The comportation is authorized to issue FIVE HUNDREMARCS (500) of Gine Collar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shures". 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 1154 N.E. 7 TH AVE TITY MIAMI FLORIDA ZIP 33161 The principal office, if known, or the mailing address of the corporation is: NAME RISING RHYTHM LOC: ADDRESS 901 N.E 1257 ST SUITE # 103 (305) 895-7355 (306) 895-7355 (306) 895-7355	The corporation is organized for the Injued States and the State of Flori	e purpose of engaging in a da.	ny activities or business.	permitted under the laws of the
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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. THAVE CITY MIAM! FLORIDA ZIP 33161 The principal office, if known, or the mailing address of the corporation is: NAME RISING RHYTHM I TO C. ADDRESS 901 N.E 1254 SH Suite #103 ADDRESS 901 N.E 1254 SH Suite #103 (305) 895-7355 (0000000000000000000000000000000000	The corporation is authorized to iss	FIVE HUND	REParts (500) of	
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COUNTING SERVICES ADDRESS 901 N.E 125th St Suite # 103 COUNTING SERVICES ADDRESS 901 N.E 125th St Suite # 103 COUNTING SERVICES				
ADDRESS 901 N.E. 125th St. Suite #105 Worth Miami Florida ZIP 3316 (305) 895-7355 Useph Paternostro Usecounting Services	The principal office, if known, or t	be mailing address of the	corporation ist.	
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(305) 895-7355 oseph Paternostro ccounting Services	NAME 121310	3 1064	M <+	Suite # 103
(305) 895-7355 oseph Paternostro ccounting Services	DERESS 401	, <u>E 123</u>		- 336
loseph Paternostro		Milami	FLORIDA	- Ay 30.
Accounting Services'.		•		• • •
1541 N F 7th Ave	accounting Services.	- C	-	
AND THE PERSON AND THE STATE OF	11541 N.E. 7th Ave	• •		
H980000 [17] 2	42 <u> 2 - 51 - 797 6</u> 7			
104-59-1998 11:11 EMPIRE CORP	Mami, FL 33161	H980	00011992	

1980000 11992 ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE	directors initially. The numb	er of directors may be either		
This corporation shall have Oraces () directors initially. The names and addresses 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:				
of the initial director(s) of the corporation are	- · · · · · · · · · · · · · · · · · · ·			
DARREN	Bondy			
1.5 41 51.	F 7th AVE			
ADDICAS	STATE -	zz 3316		
en miami	SIMIL			
NAME				
ADDRESS		ZIP		
CITY	STATE			
NAME				
ADDRESS				
CITY	STATE	ZIP		
41	RTICLE VI I - INCORPORATORS			
		F. 17		
The names and addresses of the incorporators	s signing these Articles of Incorporation are a	s totrows:		
TAGGEN	BONDY T	resident		
NAME LOTTE SELECTION		,		
	一 一十 人 1 ク			
N 14211 225000	E JTh AVE	ZIP 33161		
1	STATE FL	_{ZIP} 33161		
ADDRESS 11541 N	•	21P 33161		
CITY Miami	STATE =			
ADDRESS 11541 N CITY MIGMI	•	ZIP 33 161		
ADDRESS 11541 N CITY MIGMI NAME ADDRESS	STATE =			
ADDRESS 11541 NOTY MAME ADDRESS CITY	STATE =	ZIF		
ADDRESS 11541 NICITY Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1 A Y 1	STATE =			
ADDRESS 11541 NICITY XY1A YM1	STATE STATE	ZIP		
ADDRESS 11541 NICHTY YOUR ADDRESS CITY NAME ADDRESS CITY	STATE STATE	ZIP ŽIP		
ADDRESS 11541 CITY YOLG YOL NAME ADDRESS CITY NAME ADDRESS CITY IN WITNESS WHEREOF, the undersigned	STATE STATE	ZIP ŽIP		
ADDRESS 11541 NICHTY YOUR ADDRESS CITY NAME ADDRESS CITY	STATE STATE STATE subscriber(s) have executed these Articles of	ZIP ZIP Incorporation this 23Td		
ADDRESS 11541 NICHTY NAME ADDRESS CITY NAME ADDRESS CITY IN WITNESS WHEREOF, the undersigned	STATE STATE STATE subscriber(s) have executed these Articles of	ZIP ZIP Incorporation this 23Td		
ADDRESS 11541 CITY YOLG YOL NAME ADDRESS CITY NAME ADDRESS CITY IN WITNESS WHEREOF, the undersigned	STATE STATE	ZIP ZIP Incorporation this 23Td		
ADDRESS 11541 CITY YOLG YOL NAME ADDRESS CITY NAME ADDRESS CITY IN WITNESS WHEREOF, the undersigned	STATE STATE STATE subscriber(s) have executed these Articles of	ZIP ZIP Incorporation this 23rd (Seai)		
ADDRESS 11541 NICHTY NAME ADDRESS CITY NAME ADDRESS CITY IN WITNESS WHEREOF, the undersigned	STATE STATE STATE subscriber(s) have executed these Articles of	ZIP ZIP Incorporation this 23Td (Seai) (Seai)		

HAB000011992

CERTIFICATE OF REGISTERED AGENT OF



RISING	RHYTHM,	INC.
(n	ame of carporation)	

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

its registered office as more and	7th AVE
at 11541 N.E.	L 33161
MiAmi, +	BONDY
has named DARREN	
has named located at the aforesaid address, as its Regist	Sist Waster to secole and and
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 obligations 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

(registered agynin

H98000011992