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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

OCEAN RECORDS, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
OCEAN RECORDS, INC.**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be: OCEAN RECORDS, INC.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 229 Ocean Boulevard, Golden Beach, FL 33160.

**ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ALAN H. BASEMAN, ESQ., FLA BAR #561347
Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, Florida 33301
Phone No.: (954) 763-1200

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**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000 shares of Common stock, par value \$.001.

**ARTICLE V
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be Sandy T. Fox, 229 Ocean Boulevard, Golden Beach, FL 33160.

**ARTICLE VII
BOARD OF DIRECTORS**

This Corporation shall have one (1) Director initially.

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**ARTICLE VIII
INITIAL DIRECTORS**

The name and address of the initial Director of this Corporation is:

Sandy T. Fox
229 Ocean Boulevard
Golden Beach, FL 33160

The person named as initial Director shall hold office for the first year of existence of this Corporation, or until his successor is elected or appointed and has qualified, whichever occurs first.

**ARTICLE IX
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is Sandy T. Fox, 229 Ocean Boulevard, Golden Beach, FL 33160.

**ARTICLE X
INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

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**ARTICLE XI
AFFILIATED TRANSACTIONS**

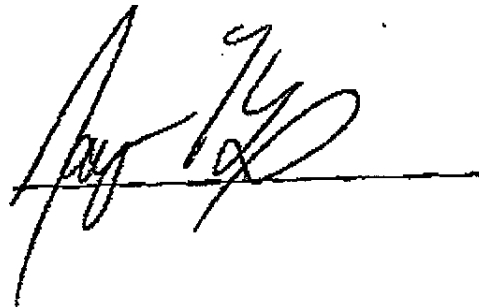
This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

**ARTICLE XII
CONTROL SHARE ACQUISITIONS**

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 20 day of August, 1999.

Sandy T. Fox, Incorporator

A handwritten signature in black ink, appearing to read "Sandy T. Fox", is written over a horizontal line. The signature is stylized and cursive.

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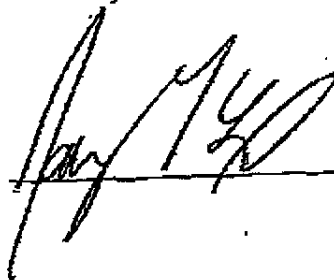
**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

OCEAN RECORDS, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 229 Ocean Boulevard, Golden Beach, FL 33160, has named Sandy T. Fox, whose address is 229 Ocean Boulevard, Golden Beach, FL 33160, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

Sandy T. Fox



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TALLAHASSEE, FLORIDA

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