

P99000102209

Requester's Name

Address

City/State/Zip

Phone #

Marshallda Karran

3410 Foxcroft Road, #305

Miramar, FL 33025

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99 NOV 22 AM 9:33

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Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

- 1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) **200003037792--1**  
-11/08/99--01076--019  
\*\*\*\*\*78.75 \*\*\*\*\*78.75
- 2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
- 3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
- 4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

- Walk in       Pick up time \_\_\_\_\_       Certified Copy
- Mail out       Will wait       Photocopy       Certificate of Status

**NEW FILINGS**

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

**AMENDMENTS**

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

**OTHER FILINGS**

- Annual Report
- Fictitious Name

**REGISTRATION/QUALIFICATION**

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

W99-25902

Examiner's Initials *[Signature]*

11-23-99



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

November 9, 1999

MARSHALLDA KARRAN  
3410 FOXCROFT ROAD, #305  
MIRAMAR, FL 33025

SUBJECT: PROSPERITY RECORDS, INC.  
Ref. Number: W99000025902

We have received your document for PROSPERITY RECORDS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6926.

Cheryl Gallmon-Case  
Document Specialist

Letter Number: 999A00054207

ARTICLES OF INCORPORATION  
OF  
PROSPERITY RECORDS, INC

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation

ARTICLE I  
NAME

The name of the corporation is:

PROSPERITY RECORDS, INC.  
3410 Foxcroft Rd., #305  
Miramar, Fl 33025

ARTICLE II  
COMMENCEMENT AND DURATION

This corporation shall commence business on filing of these Articles. It's existence shall be perpetual.

ARTICLE III  
PURPOSE

This corporation may transact any and all lawful business for which corporations may be incorporated under the Florida Corporation Act. The principal business activity shall be the operation of an agency to conduct all phases of music including production, publishing and distribution.

ARTICLE IV  
CAPITAL STOCK

The aggregate number of shares and its par value that this corporation is authorized to have outstanding at any one time is 10,000 shares. No Par Value.

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ARTICLE V  
PREEMPTIVE RIGHTS

Each Stockholder of the corporation shall have the right to purchase or subscribe for, at the par value thereof, a prorata portion of:

1. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed, or by any Amendment thereof or out of shares of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or,

2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent, any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE VI  
MANAGEMENT

This corporation shall have no Board of Directors, and all of the corporate powers shall be exercised by, and the business affairs of the corporation shall be managed under the Officers of the Corporation.

ARTICLE VII  
SPECIAL STOCKHOLDERS MEETINGS- CALL

Special meeting of the Stockholders may be called at any time for any purpose by an officer of the corporation or the holders of twenty (20%) percent of all outstanding shares.

ARTICLE VIII  
STOCKHOLDERS RIGHTS & RESERVATION OF POWER  
TO ADOPT, AMEND, AND REPEAL BY-LAWS

The power to make, alter or amend and repeal the By Laws of the corporation shall be reserved to the Stockholders of the corporation.

## ARTICLE IX

### STOCK TRANSFERS- CORPORATIONS RIGHT OF FIRST REFUSAL

No Stockholder shall have the right to sell, assign, pledge, encumber, transfer or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the Stockholder; shall be sent via Registered or Certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of ninety (90) days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the Stockholder shall have the right to dispose of his shares as he may see fit.

On the death of any Stockholder, the corporation shall have the right to purchase all shares owned by such Stockholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the Executor, Administrator, or the Personal Representative of each Stockholder. Each share certificate issued by the corporation shall have printed or stamped thereon the following legend:

"These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of such Articles is on file at the principal office of the corporation."

## ARTICLE X

### REGISTERED AGENT\ REGISTERED OFFICE

The street address of the initial principal registered office of the corporation is

3410 Foxcroft Road, #305  
Miramar, Fl 33025

The name and mailing address of the Registered Agent is:

Marshallda Karran  
3410 Foxcroft Road, #305  
Miramar, Fl 33025

The Registered Agent at such address is :

Marshallda Karran

ARTICLE XI  
INCORPORATORS

The name and address of the incorporators :

Marshallida Karran  
3410 Foxcroft Rd., #305  
Miramar, Fl 33025

Robert Thomas, Jr.  
3410 Foxcroft Rd., #305  
Miramar, Fl 33025

Marshallida Karran  
(Signature)

Robert Thomas Jr  
(Signature)

STATE OF FLORIDA  
COUNTY OF DADE

Before me, the undersigned authority, on this 4<sup>th</sup> day of November, 1999  
personally appeared Marshallida Karran and Robert Thomas, Jr., to me known to be the persons  
described in and who signed the foregoing Articles of Incorporation and they acknowledged to me  
that they executed the same freely and voluntarily for the uses and purposes expressed therein.

Witness my hand and official seal the day and year first above first written.

My commission expires:

Robert Moss

Robert Moss

Notary Public, State of Florida



**Robert Moss**  
Commission # CC 806132  
Expires Mar. 15, 2003  
Bonded Thru  
Atlantic Bonding Co., Inc.

CERTIFICATE OF DESIGNATION/ REGISTERED AGENT

I, Marshallda Karran, having been named to accept service of process for the above named corporation, at the place designated in the certificate, accept the office of Registered Agent, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes. I am located at 3410 Foxcroft Rd., #305, Miramar, Fl 33025

*Marshallda Karran*

(Signature)

STATE OF FLORIDA  
COUNTY OF DADE

Sworn to and subscribed before me  
this 4<sup>th</sup> day of November, 1999

Robert Moss  
Notary Public, State of Florida

My commission expires:  
(seal)



Robert Moss  
Commission # CC 806132  
Expires Mar. 15, 2003  
Bonded Thru  
Atlantic Bonding Co., Inc.

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