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RICHARD B. OWEN, P.A. FILED

ATTORNEYS AND COUNSELLORS AT LAW

99 NOV 19 PM 4: 01

RICHARD B. OWEN

5250 SO. U.S. HIGHWAY 17-92
POST OFFICE BOX 180895
CASSELBERRY, FLORIDA 32718-0895
TELEPHONE (407) 830-4009
FAX (407) 830-6538

November 18, 1999

EFFECTIVE DATE

11-18-99

VIA FEDERAL EXPRESS

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314
Attention: Certification Section

600003049706--3
-11/19/99--01062--014
****122.50 *****78.75

RE: INFINITE RECORDS, INC.

Dear Sir or Madam:

Enclosed herewith please find two (2) counterparts of the Articles of Incorporation of the captioned corporation.

Additionally please find my check for \$122.50 in payment for the following:

a) Articles of Incorporation	35.00
b) Certified Copy	52.50
c) Designation of Resident Agent	<u>35.00</u>
Total	122.50

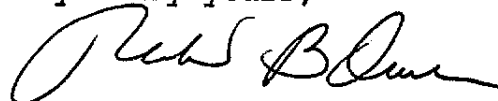
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

for the above referenced corporation.

Please be kind enough to process this request as soon as possible and return the Certified copy of Articles of Incorporation in the enclosed return federal express mailer.

Thank you for your anticipated assistance and good services.

Very truly yours,



Richard B. Owen

RBO/ala
Enclosures

PH 11/23/99

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

INFINITE RECORDS, INC.

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

EFFECTIVE DATE

11-18-55

Article 1. Name. The name of the Corporation is: **INFINITE RECORDS, INC.**, whose initial business address is 227 N. Magnolia Avenue, Suite 103, Orlando, Florida 32801.

Article 2. Duration The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

C. To initially establish a recording studio to service the arts and entertainment industries; to sell recording time and services to the general public; and to offer related services, products and assistance compatible to the services and products set forth above.

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is Ten Thousand (10,000) shares of common stock. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 5250 S. U.S. Hwy. 17-92, Casselberry, Florida 32718-0895, and the name of the Registered Agent at that address is Richard B. Owen, Esquire.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

CHARLES REYES
803 PARK LAKE PL.
MAITLAND, FL 32751

RICHARD B. OWEN, JR.
904 SPRING VALLEY RD.
ALTAMONTE SPRINGS, FL 32714-6517

Article 7. Incorporator. The name and address of each Incorporator is as follows:

CHARLES REYES
803 PARK LAKE PL.
MAITLAND, FL 32751

RICHARD B. OWEN, JR.
904 SPRING VALLEY RD.
ALTAMONTE SPRINGS, FL 32714-6517

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

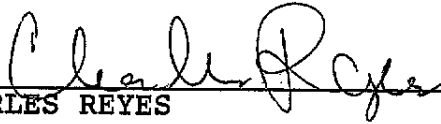
Article 9. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 10. Rights of Initial Directors. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

Article 11. Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article 12. Commencement of Corporate Existence. In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 18th day of November, 1999.


CHARLES REYES


RICHARD B. OWEN, JR.

STATE OF FLORIDA

COUNTY OF SEMINOLE

Before me personally appeared CHARLES REYES, and RICHARD B. OWEN, JR. to me well known and known to me to be the persons described in (or) who produced their Florida driver's licenses as identification, and who, under oath, executed the foregoing Articles of Incorporation and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 18th day of November, 1999.


Notary Public
My Commission Expires:



Anna-Lisa Astudillo
Commission # 00 839309
Expires May 23, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of INFINITE RECORDS, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 18th day of November, 1999.



RICHARD B. OWEN, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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