

N01000000538



ACCOUNT NO. : 072100000032

REFERENCE : 972872 7155593

AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 22 PM 12:36

ORDER DATE : January 22, 2001

ORDER TIME : 2:27 PM

ORDER NO. : 972872-005

CUSTOMER NO: 7155593

700003563227--5

CUSTOMER: Mr. L. Jules Arkin
Mr. L. Jules Arkin

8801 Southwest 68th Avenue

Miami, FL 33156

DOMESTIC FILING

NAME: MUSIC BEHIND THE WALLS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

626
W01-1682

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01 JAN 22 12:15
DIVISION OF CORPORATIONS



RESUBMIT

Please give original

FLORIDA DEPARTMENT OF STATE Submission date as file date.

Katherine Harris
Secretary of State

January 23, 2001

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: MUSIC BEHIND THE WALLS, INC.
Ref. Number: W01000001682

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We have received your document for MUSIC BEHIND THE WALLS, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 201A00003622

RECEIVED
01 JAN 24 AM 9:52
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

01 JAN 22 PM 12:36

ARTICLES OF INCORPORATION
OF

MUSIC BEHIND THE WALLS, INC.

A Florida Not For Profit Corporation

FIRST: The name of the corporation shall be Music Behind The Walls, Inc. (the Corporation).

SECOND: The initial registered office of the Corporation is 8801 Southwest 68th Avenue Miami, Florida 33156 in the County of Miami-Dade, state of Florida and its incorporator and initial registered agent at that address is L. Jules Arkin. The principal business address shall be the same.

THIRD: The Corporation is organized and shall be operated exclusively for charitable, educational and religious purposes including the education and rehabilitation of inmates in the State of Florida or any other governmental prison system (the "Purpose") within the meaning of Section 501(C) (3) of the Internal Revenue Code of 1985 (the "Code") by conducting or supporting activities for the benefit of, to perform the functions, or to carry out the Purposes. In addition, it may also from time to time make distributions to other entities qualified for tax-exempt status under the foregoing Section of the Code.

No substantial part of the activities of the Corporation shall be the carrying on of Propaganda or otherwise attempting to influence legislation. The Corporation solely for the Purposes is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon not for profit corporations, including, but without limitation thereon, to receive gifts, devises, bequests and contributions in any form and to use, apply, invest and reinvest the principal and income therefrom or distribute the same for the Purposes.

FOURTH: No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the Corporations directors, officers or private individuals, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered or expenses incurred and to make payments and distributions in furtherance of the

Purposes. No director or officer shall be entitled to compensation for services rendered

FIFTH: It is the intended that the Corporation shall have the status of a corporation which is exempt from federal income taxation under the foregoing Section of the Code as an organization described in said Section. These Articles shall be construed accordingly and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from federal income tax under Section 501 (C) (3) of the Code. The Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

SIXTH: The Directors shall be such persons who from time to time meet the qualifications provided in this Article. There shall be three (3) Directors. Each Director shall be entitled to one vote upon any matter properly submitted to the Directors for their vote. The initial Directors and their respective addresses are:

Shirley Arkin	8801 SW 68 th Ave., Miami, FL 33156
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L. Jules Arkin	8801 SW 68 th Ave., Miami, FL 33156
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Philip Lozman	8801 SW 68 th Ave., Miami, FL 33156
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The Corporation may at any time increase or decrease the total number of Directors. Election of Directors, shall be as stated in the Bylaws of the Corporation.

SEVENTH: The affirmative vote of two-thirds of the Directors shall be required to adopt

Or approve the following actions:

- (i) Liquidation or dissolution of the Corporation;
- (ii) Merger, consolidation or transfer of substantially all of the assets of the Corporation; or
- (iii) Repeal, modification, amendment, in whole or in part, or addition to the Articles or Bylaws of the Corporation;
- (iv) Change in the number of Directors

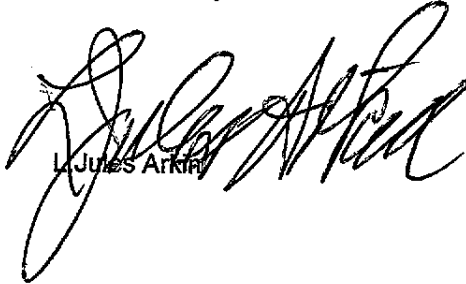
The notice of the meeting at which any such action is to be considered shall set forth the subject of the action to be taken.

EIGHTH: Except as provide in Article SEVENTH the affirmative vote of a majority of the Directors shall be required for the authorization or taking of any action by the Directors.

NINTH: There will not be any members of the Corporation.

TENTH: Upon the dissolution of the Corporation, the Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to an organization or organizations qualified under the foregoing Section of the Code. If a qualified organization cannot be agreed upon by the Directors, the Directors shall transfer all of the assets of the Corporation to a court of competent jurisdiction For disposition.

IN WITNESS WHEREOF I have hereunto set my hand and seal at Miami, Florida this
/ Day of November, 2000.


L. Jules Arkin

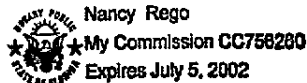
STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

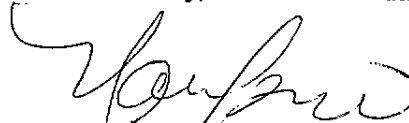
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I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the state and county named above for taking acknowledgements, personally appeared L. Jules Arkin, who stated that he is the incorporator of the corporation named in the foregoing document and that he executed the same for the purposes therein stated.

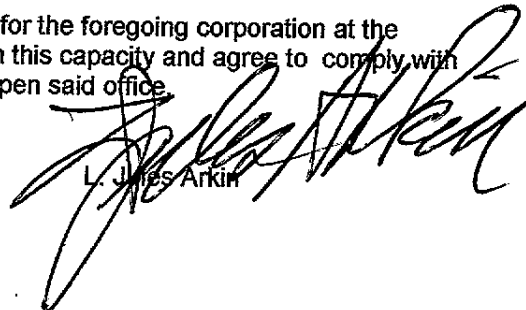
He produced Florida's Drivers License # *AL25-530-29099* for identification.

WITNESS my hand and official seal in Miami-Dade County, Florida this / day of November, 2000.




NOTARY PUBLIC
State of Florida at Large

Having been named to accept service of process for the foregoing corporation at the place designated in these Articles, I hereby agree to act in this capacity and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.


L. Jules Arkin