

# P00000007613

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January 13, 2000

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314  
Attention: New Corporate Filings

600003101846--2  
-01/19/00--01002--007  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: eREALBOOK.COM, INC.

Dear Gentlemen:

Enclosed please find an original and one copy of the above referenced corporation's Articles of Incorporation. Please file same and return copy thereof stamped as "filed" and one (1) certificate under seal to the undersigned.

A check for the fees necessary to cover the following items is enclosed:

filling fee	\$35.00
certified copy of articles	\$52.50
registered agent designation	\$35.00

TOTAL \$122.50

Thank you for your prompt attention to this matter.

Very truly yours,

*Milton I. Rothman*

Milton I. Rothman

FILED  
00 JAN 18 AM 8:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

eREALBOOK.COM, INC.

FILED  
00 JAN 18 AM 8:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I: CORPORATE NAME

The name of this corporation is: eREALBOOK.COM, INC.

ARTICLE II: NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the state of Florida.

To purchase or otherwise acquire, and to own or hold, and to sell, exchange, or otherwise dispose of any and all copyrights in literary, musical, or other types of artistic property which are granted by the United States or any other country, state, territory or locality.

To acquire copyrights on songs, lyrics, and musical compositions, to license and use that material for mechanical reproduction; to license the use by vocal, instrumental, or any means; to print, sell, and distribute sheet music; and to do all activities performed by natural persons in the music publishing business.

To organize, rehearse, coach, employ, represent, manage and develop artistic performing abilities of individuals who are performers, and to produce same for public and private performances in any foreign state or country of the world, in any entertainment medium whatsoever.

To engage in the business or the manufacture, leasing, sale, production, recording and distribution of mechanical devices of any kind whatsoever now known or to become known which devices reproduce the sight and sound of every name, nature and description. To acquire and operate phonograph recordings and electrical transcription exchanges; and to exchange or otherwise dispose of any and all kinds of records, electrical transmission or other devices by which sight and sound may be reproduced in any manner whatsoever.

To carry on, in all its departments, the business of producing musical, theatrical, motion picture, television, radio and other entertainments including recordings, lectures, pantomime, ballets, pageants, devices, features and ideas of all kind. To acquire copyrights, licenses, or other rights to or in plays, films, and equip, maintain and operate studio, photographic and other equipment for the making and production of motion pictures and/or television broadcasts. To erect, purchase, sell, acquire and

dispose of, and to maintain, manage and operate theatres, halls, radio stations, television stations, places of entertainment, or amusement enterprises of all kinds; to conduct, carry on, manage and operate entertainment or amusement enterprises of every kind now known or to become known.

The above may be done in any state or territory of the United states or any foreign state or country of the world.

### **ARTICLES III: CAPITAL STOCK.**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is two thousand (2000) shares of common stock with par value of \$1.00 (one dollar) each.

### **ARTICLE IV: TERM OF EXISTENCE.**

This Corporation shall have perpetual existence commencing upon filing of these Articles.

### **ARTICLE V: REGISTERED AGENT.**

The registered agent and his mailing address in the state of Florida shall be:

**WILLIAM W. PACE  
3555 POINCIANA AVENUE  
COCONUT GROVE, FL 33133-6526**

### **ARTICLE VI: PRINCIPAL OFFICE.**

The mailing address of the principal office shall be:

**3555 POINCIANA AVENUE  
COCONUT GROVE, FL. 33133-6526**

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

### **ARTICLE VII: BOARD OF DIRECTORS.**

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by laws adopted by the stockholders, but shall never be less than one.

**ARTICLE VIII: INITIAL DIRECTOR.**

The name of the initial director of this Corporation and his street address is:

**WILLIAM W. PACE  
3555 POINCIANA AVENUE  
COCONUT GROVE, FL. 33133-6526**

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 street address of the person signing these Articles of incorporation as the Incorporator is:

**WILLIAM W. PACE  
3555 POINCIANA AVENUE  
COCONUT GROVE, FL. 33133-6526**

**ARTICLE X: AMENDMENT.**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, **eREALBOOK.COM. INC.**, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation at the City of Coconut, County of Dade and State of Florida, has named **WILLIAM W. PACE**, 3555 Poinciana, Coconut Grove, Fl. 33133-6526 as its agent to accept service of process within the State.

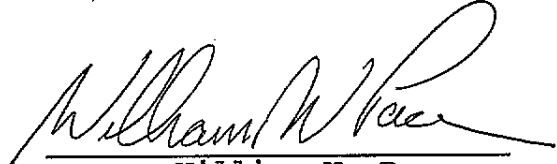
The undersigned has executed these Articles of Incorporation on January 10, 2000.

  
\_\_\_\_\_  
William W. Pace  
Incorporator

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and I further 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.

Dated: Miami, Florida  
January 10th, 2000

  
William W. Pace

STATE OF FLORIDA )  
                              )SS.:  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 10th day of January, 2000 by William W. Pace, who is personally known to me or who has produced his Florida driver's license as identification and who did take an oath.





Narinder Kumar  
My Commission CC574285  
Expires Sep. 02, 2000