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Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 922-4001

From:
Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

GROOVE ENTERTAINMENT CORP.

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 8, 2000

FAS-T

SUBJECT: GROOVE ENTERTAINMENT CORP.
REF: W00000006227

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Becky McKnight
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FAX Aud. #: H00000010512
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**ARTICLES OF INCORPORATION
OF
GROOVE ENTERTAINMENT CORP.**

ARTICLE I- NAME

The Name of this Corporation is **GROOVE ENTERTAINMENT CORP.**

ARTICLE II- DURATION

This corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III- PURPOSE

This corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V- INITIAL REGISTERED OFFICER AND AGENT

The name and street address of the initial registered officer of this corporation:
Alfredo Gordon, 9704 NW 2nd Avenue, Miami Shores, Fl 33150.
The Principal Place of Business of the Corporation shall be:
15476 NW 77th Ct Ste 501, Miami Lakes, Florida 33016.

ARTICLE VI- INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time by the by-laws, but shall never be less than one (1). The names and addresses of the initials Directors are:

Name:

Address:

Alfredo Gordon
President - 50 % shares

9704 NW 2nd Avenue
Miami Shores, Florida 33150

Nikki A. Garrett
Vice-President - 50 % shares

9704 NW 2nd Avenue
Miami Shores, Florida 33150

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ARTICLE VII- LAWS

The by-laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder (s) or Director (s).

ARTICLE VIII- INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX- PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this corporation of the same kind class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

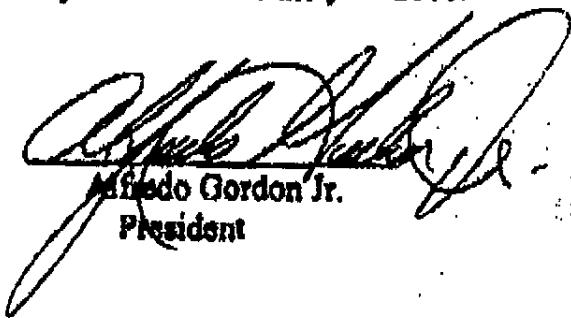
ARTICLE X- INCORPORATOR

The person signing these articles is: Alfredo Gordon Jr.

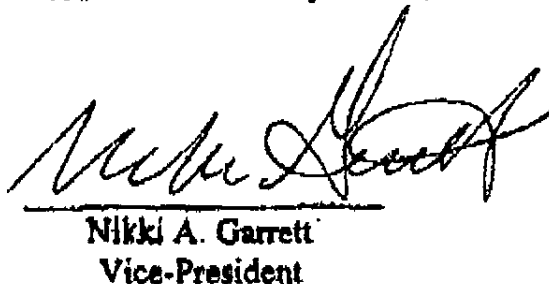
XI- AMENDMENT

This corporation reserve the right to amended or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 07 days of March of the year 2000.



Alfredo Gordon Jr.
President



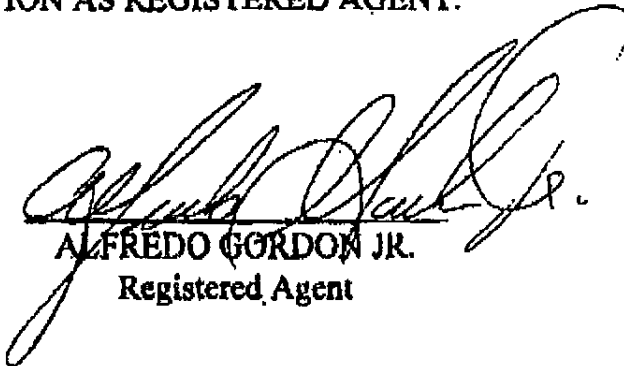
Nikki A. Garrett
Vice-President

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

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws on the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First that GROOVE ENTERTAINMENT CORP. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Miami Dade County and has named ALFREDO GORDON JR. as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


ALFREDO GORDON JR.
Registered Agent

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