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Requester's Name-

Ernest Burrs, Jr.
2642 West 28th Street
Riviera Beach, Florida 33404

(561) 863-7470

Office Use Only

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

- 1. _____
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
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- 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

FILED
2000 MAR 20 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials AR 3/27

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2000 MAR 20 PM 12: 50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

Black Minds Entertainment, Corp.

Article I – Name

The name of this corporation is Black Minds Entertainment, Corp.

Article II – Duration

This corporation shall commence on the date of these Articles and operate into perpetuity.

Article III – Purpose

This corporation is organized under Chapter 607, F.S.S. for the purpose of engaging in any and all business related to, but not limited to music production and recording, artist management, publishing, distribution in the entertainment industry, and:

- a) to have perpetual succession by its corporate name;
- b) to sue and be sued, complain and defend in its corporate name in all actions or proceedings;
- c) to have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;
- d) to purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated;
- e) to sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;
- f) to lend money to, and use as credit to assist, its officers, and employees in accordance with section 607, Florida Statutes;
- g) to purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;
- h) to make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income;

- i) to lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;
- j) to conduct its business, carry on its operations, and have offices and exercise the powers granted by law within or without this state;
- k) to elect or appoint officers and agents of the corporation and define their duties and fix their compensation;
- l) to make and alter bylaws, not inconsistent with these Articles or Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation;
- m) to make donations for the public welfare or for charitable, scientific, or educational purposes;
- n) to transact any lawful business which the Board of Directors shall find will be in aid of government policy;
- o) to pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;
- p) to be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;
- q) to have and exercise all powers necessary or convenient to effect its purposes.

Article IV – Capital Stock

The aggregate number of shares, which the Corporation shall have authority to issue, is the total sum of 5,000 shares, having \$1.00 par value. The consideration to be paid for each share shall be fixed by the Board of Directors. The whole or any part of the capital stock of the said Corporation shall be payable by tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promise to perform services evidenced by a written contract, or other securities of the corporation.

Article V – Preemptive Rights

Every shareholder, 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 VI – Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 2642 West 28th Street, Riviera Beach, Florida 33404 and the name of its initial registered agent of this Corporation at that address is Ernest Burrs, Jr.

Article VII – Principal Office

The principal place of business and mailing address of this Corporation shall be 2642 West 28th Street, Riviera Beach, Florida 33404.

Article VIII – Initial Board of Directors

This Corporation shall have five (5) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

Ernest Burrs, Jr.
2642 West 28th Street
Riviera Beach, Florida 33404

Sandra Olson
1982 West 16th Court, Apt E
Riviera Beach, Florida 33404

Terrence Anders
2605 West 28th Street
Riviera Beach, Florida 33404

Randy Edwards
9148 Reed Drive
Palm Beach Gardens, Florida 33410

Anthony Brannon
271 Bonnie Boulevard, Apt 209
Palm Springs, Florida 33415

Article IX – Incorporator

The name and address of the person signing these Articles is:

Ernest Burrs, Jr.
2642 West 28th Street
Riviera Beach, Florida 33404

Article X – By-laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

Article XI – Indemnification

This corporation shall indemnify and officer, director, or shareholder, or any former officer, director or shareholder, including but not limited to, the imposition of personal liability for the debts of the Corporation.

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Article XII – Amendment

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Board of Directors reserve the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these articles of Incorporation this 15 day of March, 2000.

Ernest Burrs, Jr.
Ernest Burrs, Jr., Incorporator

Having been named as Registered Agent and to accept Service of Process for the above stated Corporation at the place designated in these Articles, 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.

Ernest Burrs, Jr.
Ernest Burrs, Jr., Registered Agent

State of Florida)
) ss.
County of Palm Beach)

BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county set forth above, appeared Ernest Burrs, Jr., who

[] is personally known to me, or
[] produced a(n) Driver License as identification.

who did/did not take an oath and who executed the foregoing Articles of Incorporation before me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 15 day of March, 2000.

Kirsten F. Horal
Notary Public
State of Florida at Large

My commission expires:
2/22/2002



AFFIDAVIT

State of Florida)
) ss.
County of Palm Beach)

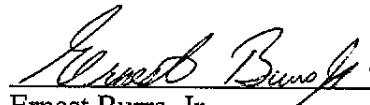
BEFORE ME, the undersigned authority, personally appeared Ernest Burrs, Jr., who is personally known to me or who has produced Florida Drivers License as identification and who, first being duly sworn on oath, states as follows, that:

1. He was duly elected as the Chairman of the Board of Directors of the "Not for Profit" Corporation known as Black Minds Entertainment, Corp., whose Articles of Incorporation were filed by the State of Florida on January 28, 2000, under document number N00000000700.
2. The "Not for Profit" Articles of Incorporation were erroneously submitted to the State of Florida for filing by the corporation.
3. Articles of Dissolution are being submitted for the "Not for Profit" corporation known as, "Black Minds Entertainment, Inc.," which should be filed prior to the filing of the "For Profit" Articles of Incorporation of Black Minds Entertainment, Corp.
4. The Articles of Dissolution filed by Black Minds Entertainment, Corp., as a "Not for Profit" Corporation shall not be revoked within 120 days of the filing of the Articles of Dissolution.
5. The Board of Directors of the dissolving "Not for Profit" corporation known as Black Minds Entertainment, Corp. have unanimously authorized the "For Profit" corporation to be known as Black Minds Entertainment, Corp. the exclusive use of the name Black Minds Entertainment, Corp.

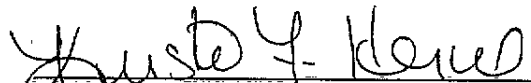
Affidavit, Black Minds Entertainment, Corp.

6. He is the Incorporator of the "For Profit" corporation, Black Minds Entertainment, Corp., whose Articles of Incorporation are enclosed with this Affidavit and being submitted for filing by the State of Florida.

FURTHER AFFIANT SAYETH NAUGHT.


Ernest Burrs, Jr.

SWORN TO AND SUBSCRIBED in the County and State last aforesaid on
March, 15 2000.


Notary Public, State of Florida at Large

My commission expires: 2/22/2002

