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1832 Pearwood Court
Orlando, FL.32818

Phone: (407) 299-7379

00 APR -7 PM 3:10
TALLAHASSEE FLORIDA

April 1st, 2000

The Secretary of State
Division of Corporation
P. O. Box 6327
Tallahassee, FL 23314

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*****78.75 *****78.75

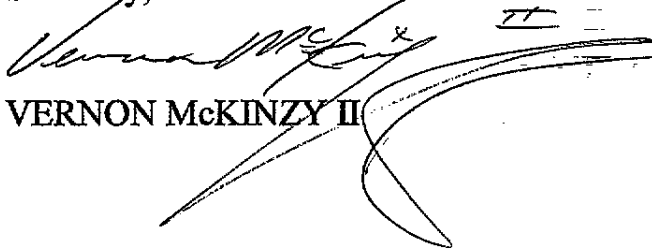
Dear Sir/Madam:

Enclosed is an original and a copy of the Articles of Incorporation of Busha Records, Inc, and the appointment of a Registered Agent for filling purposes.

Also enclosed is a check in the amount of \$ 78.75 to cover charter, filing fees and the cost of a certified copy of the Articles of Incorporation.

Thank you for your attention to the matter.

Sincerely,


VERNON McKINZY II

B. BROWN APR 12 2000

**ARTICLE OF INCORPORATION
OF
BUSHA RECORDS, INC.**

FILED
00 APR -7 PM 3:10
TALLAHASSEE, FLORIDA
RECORDS & CLERK
STATE OF FLORIDA

THE UNDERSIGNED, natural person(s) of legal age, acting as incorporators of a corporation under the State of Florida, adopt the following Articles of incorporation for such corporation

ARTICLE 1 – NAME

The name of the corporation is BUSHA RECORDS, INC.

ARTICLE 11 – DURATION

The period of its duration is perpetual.

ARTICLE 111 - NATURE OF BUSINESS

The purpose(s) for which this corporation is organized are: "To operate Recorlabel business consistent with the Studio Recording Industry." "And any other lawful business activity for which corporations may be incorporated under Chapter 607 of the Florida Statutes."

ARTICLE 1V – CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is 100,000 shares of common stock having a par value of \$1.00 each

Section 1- Stated capital: The sum of all the shares of common stock of the corporation, outstanding at any particular time shall be the capital of the corporation.

Section 11- No of classes of stocks: The shares of the corporation are not to be divided into classes.

Section 111 - No of shares in series: The corporation is not authorized to issue shares in series.

Section 1V – Cumulative voting: Cumulative voting of shares is not authorized.

Section V – Preemptive Rights: There are no provisions limiting or denying to shareholders the preemptive right to acquire additional treasury or corporate shares of the corporation

ARTICLE V – REGULATION OF INTERNAL AFFAIRS

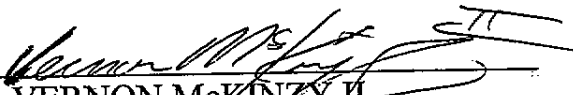
ARTICLE VI1 – DIRECTORS & INCORPORATORS

FILED
00 APR -7 PM 3:10
CLERK OF STATE
SEMINOLE, FLORIDA

The initial number of directors and incorporators constituting the initial board of directors of the corporation is One (1) and the name and addresses of the person(s) who are to serve on the board until the first meeting of the shareholders or until their successors are elected and qualify are:

VERNON McKINZY II
1832 Pearwood Court
Orlando, Fl. 32818

IN WITNESS WHEREOF, the undersigned made and subscribed to these Articles of Incorporation at Orlando, Florida on the 1st, day of April 2000


VERNON McKINZY II

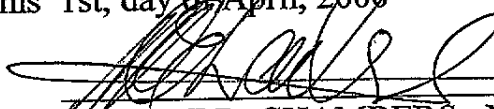
**STATE OF FLORIDA
COUNTY OF SEMINOLE**

Before me, the undersigned authority, personally appeared VERNON McKINZY II, who did take an oath this 1st, day of April 2000 and who to me ~~--~~ personally known and /or ----- ID # _____ to be the person described in and who subscribed to the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to the law that he made and subscribed to the same for the uses and purposes therein at the set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Apopka, Florida in the same county and state, this 1st, day of April, 2000



Egbert R Chambers
My Commission CC631826
Expires March 23, 2001


EGBERT R. CHAMBERS, Notary Public

CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes the following is submitted in compliance with said act. Busha Records, Inc a. Corporation for profit, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, 1832 Pearwood Court in the City of Orlando, County of Orange, State of Florida, has named Vernon McKinzy of 1832 Pearwood Court, Orlando, Florida 32818 as its Registered Agent.

Having been named to accept service of process for the above corporation, at the place