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To:

Division of Corporations
Fax Number : (850)922-4001

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
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FLORIDA PROFIT CORPORATION OR P.A.

Ballistic Resistance Incorporated

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ARTICLES OF INCORPORATION

OF

Ballistic Resistance, Incorporated

The undersigned natural persons, hereby form a for-profit business corporation in accordance with the "Florida Business Corporation Act", Chapter 607, Florida Statutes, and hereby adopts the following articles of incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is Ballistic Resistance Incorporated.

ARTICLE II - PURPOSE

The Corporation is organized for the following purposes:

1. To engage in the business of making music, to wit, sound recordings for exploitation and sale thereof, and in the management and promotion of the rapcore musical artists, Ballistic Resistance. The corporate responsibilities will be multifarious, including, but not limited to, collecting and disbursing payments, if any, to band members; managing the day to day affairs of Ballistic Resistance; to ensure an orderly, reasonable, and functional means of dealing with business decisions and/or disputes; and any other duties as the corporation may be charged with via its directors.

2. To manage and direct as wholly owned subsidiaries of Ballistic Resistance Incorporated, the fictitious names, d/b/a's of "Head Trip Music Publishing," and "Prophetic Records," being the vehicles by which Ballistic Resistance Incorporated publishes and releases music and sound recordings.

3. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation, or for any other purpose authorized by law.

4. The professional services of this corporation, if any, shall be carried out only through officers, employees, and agents.

5. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

6. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

7. To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purposes, without limit as to amount, with any person, firm, association, or Corporation; and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same.

8. To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all the general powers of like corporations.

9. To do any or all of the things herein set forth to the same extent as natural persons might or could do, in any part of the world as principals, agents, contractors, or otherwise, alone, or any company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above named.

10. The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in any way limited or restricted by reference to or inference from the terms of any other Articles; but that the objects and powers specified in each of the clauses in the Article shall be regarded as independent objects and powers.

ARTICLE III - PRINCIPAL OFFICE

The principal office of the corporation shall be 7334 Lynnwood Ave. N., St. Petersburg, FL 33710

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding any time shall consist of 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the original registered agent and the street address of the initial registered office of this corporation is:

Linda Sigmon
7334 Lynnwood Ave. N.
St. Petersburg, FL 33710

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have **Two (2)** Directors initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than two. The name and address of the initial Directors of this corporation are:

Brian Quarles

Stan M. Powell n/k/a Daniel Neiland

ARTICLE VII - SUBSCRIBERS

The name and address of the person(s) signing these Articles are:

Brian Quarles

Stan M. Powell n/k/a Daniel Neiland

Shares Issued: **100**

Initial Capital Contributed: **\$100.00**

ARTICLE VIII - DURATION


This corporation shall have perpetual existence.

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - INCORPORATOR

The Law Offices of Kevin D. Astl, P.A., Kevin D. Astl, Esq., shall be deemed to be the incorporator of these articles on behalf of Ballistic Resistance, Incorporated.



Kevin D. Astl, Esq.
Law Offices of Kevin D. Astl, P.A.
Incorporator

IN WITNESS WHEREOF, the undersigned subscribers have

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executed these Articles of Incorporation this 8th day of May, 2000.



Stan M. Powell
n/k/a Daniel Neiland
Subscriber
Director of Ballistic Resistance, Inc.



Brian Quarles
Subscriber
Director of Ballistic Resistance, Inc.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article IV, I hereby agree 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.


LINDA SIGMON

Date: May 8th, 2000.

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