

TRANSMITTAL LETTER
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Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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*****87.50 *****87.50

SUBJECT: JSJ MUSIC Productions Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Juanina Young
Name (Printed or typed)

6747 King Road Ct
Address

Orlando FL 32810
City, State & Zip

(407) 234-7634
Daytime Telephone number

(407) 376-2116

FILED
00 JUN 29 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FL 32314

NOTE: Please provide the original and one copy of the articles.

7-3
WCC

ARTICLES OF INCORPORATION
of
JSJ MUSIC PRODUCTIONS INC.

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of the State of Florida, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this corporation is JSJ MUSIC PRODUCTIONS *INC.*

ARTICLE II
INITIAL PRINCIPAL OFFICE

The mailing address of the corporation's initial principal office is:

6747 King Rail Court
Orlando, Florida 32810

ARTICLE III
SHARES

The total number of shares which the corporation shall have authority to issue is 1,000 shares of no par value stock.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Juanina Young
6747 King Rail Court
Orange County
Orlando, Florida 32810

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

(a) The specific and primary purpose for which this corporation is formed are to produce and record music.

(b) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements of otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE VI
DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

John E. Guilbeaux - President
1692 West Holden
Orlando, Florida 32839

Steve Wagoner - Vice President
5120 Lazy Oaks Drive
Winter Park, Florida 32792

Juanina Young - Vice President
6747 King Rail Court
Orlando, Florida 32810

After the initial board of directors, the board shall consist of such member of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

The directors shall be divided into 1 class, the number of directors to be allocated to each class to be as nearly equal as possible and with the term of office in one class expiring each year after the initial annual meeting of shareholders.

ARTICLE VII
LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives

an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VIII

TERM

The corporation shall exist for twenty-four (24) months from the date of filing.

ARTICLE IX

MEMBERSHIP

The corporation shall have a membership distinct from the board of trustees. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be set forth in the bylaws.

ARTICLE X

MANAGEMENT OF CORPORATE AFFAIRS

(a) **Board of Trustees.** The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of trustees. The number of trustees of the corporation shall be provided by a bylaw adopted by the members. The number of trustees of the corporation shall also be changed as directed by a bylaw adopted by the members.

The trustees named herein as the first board of trustees shall hold office until the first meeting members, to be held on September 21, 2000, at 7:00 p.m., at Orlando, Florida at which time an election of trustees shall be held.

Trustees elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the first annual meeting of members following the election of trustees and until the qualification of the successors in office. Annual meetings shall be held at 7:00 p.m. on the first Monday in January of each year at the principal office of the corporation, or at such other place or places as the board of trustees may designate from time to time by resolution.

Any action required or permitted to be taken by the board of trustees under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the trustees. Any certificate or other document filed under any provision of laws which relates to action so taken shall state that the action was taken by a unanimous written consent of the board of trustees without a meeting

and that the articles of incorporation and bylaws of this corporation authorize the trustees to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such first members of the board of trustees are as follows:

John E. Guilbeaux
1692 West Holden
Orlando, FL 32839

Steve Wagoner
5120 Lazy Oaks Dr.
Winter Park, FL 32792

Juanina Young
6747 King Rail Court
Orlando, FL 32810

(b) Corporate Officers. The board of trustees shall elect the following officers: Chairman, Treasurer, Secretary, and such other officers as the bylaws of this corporation may authorize the trustees to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of trustees. Until such election is held, the following persons shall serve as corporate officers:

John Guilbeaux - Chairman
1692 West Holden
Orlando, FL 32839

Steve Wagoner - Secretary
5160 Lazy Oaks Drive
Winter Park, FL 32792

Juanina Young - Treasurer
6747 King Rail Court
Orlando, Florida 32810

(c) Bylaws. Subject to the limitations contained in the bylaws, and any limitations set forth in the Corporation for Profit law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of trustees or by following the procedure set forth therefor in the bylaws.

(d) Dedication of Assets. The property of this corporation is irrevocably dedicated to the net income or assets of this corporation shall inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

(e) Distribution of Assets. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to the director, officer, or any member thereof, or to the any private individual.

(f) Amendments of Articles. Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of trustees and presented to a quorum of members for their vote. Amendments may be adopted by a vote of two-thirds of a quorum of members of the corporation.

ARTICLE XI

OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

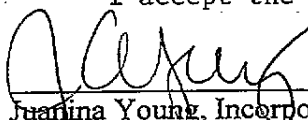
Corporate Seal. The corporation shall have no corporate seal.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

Certification

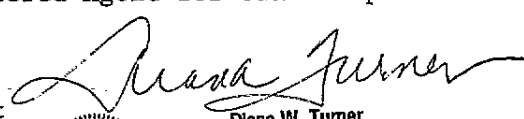
I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

I accept the appointment of Registered Agent for said corporation.



Juanina Young, Incorporator/Registered Agent
6747 King Rail Court
Orlando, Florida 32810




Diana W. Turner
MY COMMISSION # C0626373 EXPIRES
March 3, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

Produced re license
Y520 427617820 as
identification