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TRANSMITTAL LETTER

FILED
00 JUL 24 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEST QUICK TAX RETURNS
310 1/2 S. BUMBY AVE.
ORLANDO, FL 32803
(407) 896-7921

I AM ENCLOSING A CHECK OF \$70 DOLLARS. PLEASE SEND ME A STAMPED
COPY OF THE ARTICLE OF INCORPORATION.

THANK YOU.

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-07/24/00--01035--001
*****70.00 *****70.00

D. BROWN JUL 27 2000

ARTICLES OF INCORPORATION

The undersigned Incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

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TALLAHASSEE, FLORIDA

ARTICLE I NAME

SPEX RECORDS, INC.

ARTICLE II PRINCIPAL OFFICE

3928 VERFAILLEF DR.
ORLANDO , FL 32808

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

COMMON STOCK - 100 SHARES NO PAR VALUE
ADRIAN BLADES- 100 SHARES

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

ADRIAN BLADES
3928 VERFAILLEF DR.
ORLANDO, FL 32808

ARTICLE V INCORPORATORS

The name and street address of the Incorporator to these Articles of Incorporation is:

PABLO RODRIGUEZ, CPA
310 1/2 S BUMBY
ORLANDO, FL 32803

ARTICLE VI DIRECTORS

The company will be run by the board of directors. The directors are:

ADRIAN BLADES - PRESIDENT
MARVA E. BLADES- VICE PRESIDENT

ARTICLE VII NATURE OF BUSINESS

The corporation will engage in the business of professional musician. The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from engaging in any lawful act or activity permitted in the United States, The State of Florida or any other state, country, territory or nation.

The undersigned Incorporator has executed these Articles of Incorporation this 17th day of July 2000.


signature

Address for:

ADRIAN BLADES
3928 VERFAILLEF DR.
ORLANDO , FL 32808

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Spex Records, Inc.

2. The name and address of the registered agent and office is:

Adrian Blodcs
(NAME)

3928 Verfailliet Dr.
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Orlando, FL 32808
(CITY/STATE/ZIP)

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.

X [Signature]
(SIGNATURE)

7/17/00
(DATE)