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FILED  
00 AUG 18 AM 8:52

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### TRANSMITTAL LETTER

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

400003338184--5  
-07/27/00--01058--022  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

*Records, Inc.*  
SO-WHAT, INC.

SUBJECT: \_\_\_\_\_  
(Proposed corporate name - must include suffix)

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

<input type="checkbox"/> \$ 70.00	<input checked="" type="checkbox"/> \$ 78.75	<input type="checkbox"/> \$ 122.50	<input type="checkbox"/> \$ 131.25
Filing Fee	Filing Fee & Certificate	Filing Fee & Certified Copy	Filing Fee Certified Copy & Certificate

FROM: DARYL  
DARYL LOFTON  
Name (print or type)

2110 JAMES DRIVE  
Address

OVIEDO, FL 32765  
City, State & Zip

407-330-0912  
Daytime Telephone number

*W-19054*  
*7/24 8/1/00*  
*2, 8/21/00*



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 1, 2000

DARYL LOFTON  
2110 JAMES DR  
OVIEDO, FL 32765

SUBJECT: SO-WHAT, INC.  
Ref. Number: W00000019054

We have received your document for SO-WHAT, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 400A00041630

**ARTICLES OF INCORPORATION**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator(s)(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I NAME**

The name of the corporation shall be:

~~SO WHAT, INC.~~ **SO WHAT RECORDS, Inc.** (S&W)

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

2110 JAMES DRIVE  
OVIEDO, FL 32765

**ARTICLE III SHARES**

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

6000 SHARES

**ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

DARYL LOFTON  
2110 JAMES DRIVE  
OVIEDO, FL 32765

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

DARYL LOFTON - *president*  
2110 JAMES DRIVE  
OVIEDO, FL 32765

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this  
20 \_\_\_\_\_ day of JULY \_\_\_\_\_, 2000.

*x Daryl Lofton*  
\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

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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 OR 617.0501, 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: So WHAT Records, Inc. (S)  
~~SO WHAT, INC.~~
2. The name and address of the registered agent and office is:  
DARYL LOFTON

(Name)

2110 JAMES DRIVE

(P.O. Box not acceptable)

OVIEDO, FL 32765

(City, State, Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designed 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.

Daryl Lofton  
(Signature)