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To:
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From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

SOUNDPROOF ENTERTAINMENT, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
SOUNDPROOF ENTERTAINMENT, INC.**

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **Name.** The name of the corporation is **SOUNDPROOF ENTERTAINMENT, INC.**
2. **Duration.** The period of duration is perpetual.
3. **Purpose.** The purpose is to provide entertainment and management services and to engage in any activities under the laws of the United States and Florida.
4. **Capital Stock.** The corporation is authorized to issue one hundred thousand shares of common stock at \$.01 par value.
5. **Initial Registered Office and Agent.** The name and address of the initial registered agent and office of this corporation is as follows:

Stanley E. Johnson, Jr.
1444 Biscayne Boulevard, Suite 230
Miami, Florida 33132

6. **Principal Office and Mailing Address.** The initial principal office of this corporation and its initial mailing address is as follows:

Nakia Cartwright, President
1420 N.W. 33 Street
Miami, Florida 33142

Amanda Mena, Vice-President
1420 N.W. 33 Street
Miami, Florida 33142

Akeymi Mena, Treasurer and Secretary
1420 N.W. 33 Street
Miami, Florida 33142

Document Prepared by:
STANLEY E. JOHNSON, JR., ESQ.
1444 Biscayne Boulevard
Suite 230
Miami, Florida 33132
Tel. (305) 372-2797
Florida Bar No. 472395

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Articles of Incorporation

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7. **Initial Board of Directors.** This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The name and address of the initial directors of this corporation are:

Nakia Cartwright
1420 N.W. 33 Street
Miami, Florida 33142

Amanda Mena
1420 N.W. 33 Street
Miami, Florida 33142

Akeymi Mena
1420 N.W. 33 Street
Miami, Florida 33142

8. **Incorporator.** The name and address of the Incorporator signing these Articles of Incorporation is:

Nakia Cartwright
1420 N.W. 33 Street
Miami, Florida 33142

9. **Amendment of Articles.** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

10. **Indemnification.** This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law as currently in effect or as amended in the future.

11. **Debts of the Corporation.** The private property of the shareholders shall not be subject to payment of the corporate debts in any event.

12. **Conflict of Interest.** This corporation, expressly elects not to be governed by Florida Statutes Section 607.0901 (1998), as amended, relating to affiliated transactions. No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

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Articles of Incorporation
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IN WITNESS WHEREOF, the undersigned Incorporator has executed these
Articles of Incorporation this 18 day of August, 2000.

Nakia Cartwright
Nakia Cartwright, Incorporator

Stanley E. Johnson, Jr.
Stanley E. Johnson, Jr., Registered Agent

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority personally appeared Nakia
Cartwright, to me known to be the person who executed the foregoing Articles of
Incorporation, and who has produced _____ as identification or ☒ is
personally known by me and he acknowledged to me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 18 day of
AUGUST, 2000.

Stanley E. Johnson, Jr.
Notary Public
State of Florida

My Commission Expires:

STANLEY E. JOHNSON JR.
Notary Public - State of Florida
My Commission Expires Jun 1, 2003
Commission # CC842303

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority personally appeared Stanley E.
Johnson, Jr., to me known to be the person who executed the foregoing Articles of
Incorporation, and who has produced _____ as identification or ☒ is
personally known by me and he acknowledged to me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 18 day of
AUGUST, 2000.

Johnny Browdy, III
NOTARY PUBLIC STATE OF FLORIDA

My Commission Expires:

JOHNNY BROWDY, III
MY COMMISSION # CC 717492
EXPIRES: February 18, 2002
JOHN-BROWDY, III, Notary Service & Bonding Co.

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STATE OF FLORIDA
COUNTY OF DADE

H000000046328

The undersigned being the duly elected and acting Director/President for
SOUNDPROOF ENTERTAINMENT, INC. does on behalf of SOUNDPROOF
ENTERTAINMENT, INC. certify that he is familiar with and accepts the duties and
responsibilities of Director/President for SOUNDPROOF ENTERTAINMENT, INC.

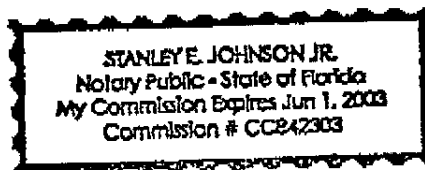
By: *Nakia Cartwright*
NAME: Nakia Cartwright
TITLE: Director/President

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 18 day of _____
AUGUST, 2000 by Nakia Cartwright, who has produced _____ as
identification for SOUNDPROOF ENTERTAINMENT, INC. or ☒ is personally
known by me.

Stanley E. Johnson Jr.
Name:
Notary Public

My Commission Expires:



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STATE OF FLORIDA)
COUNTY OF DADE)

The undersigned being the duly elected and acting Register Agent for
SOUNDPROOF ENTERTAINMENT, INC. does on behalf of SOUNDPROOF
ENTERTAINMENT, INC. certify that he is familiar with and accepts the duties and
responsibilities as Register Agent for SOUNDPROOF ENTERTAINMENT, INC.

By: Stanley E. Johnson, Jr.
Name: Stanley E. Johnson, Jr.
Title: Register Agent.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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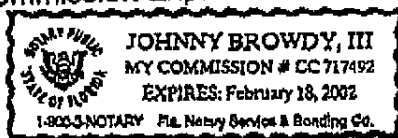
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STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 18 day
of AUGUST, 2000 by Stanley E. Johnson, Jr., who has produced
_____ as identification for SOUNDPROOF ENTERTAINMENT, INC.
or ✓ is personally known by me

Name: Johnny Browdy, III
Notary Public.

My Commission Expires:



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