

# P000000087962

Florida Department of State  
Division of Corporations  
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**To:**

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SECRETARY OF STATE  
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## FLORIDA PROFIT CORPORATION OR P.A.

### MUSICWORKS ENTERTAINMENT, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION  
OF

MUSICWORKS ENTERTAINMENT, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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The undersigned have executed the following document as incorporators of the above-named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporators, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of this corporation shall be:

MUSICWORKS ENTERTAINMENT, INC.

ARTICLE II - PERPETUAL EXISTENCE

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III - PRINCIPAL PLACE OF BUSINESS

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

8004 N.W. 154th Street, #219  
Miami Lakes, Florida 33016

ARTICLE IV - PURPOSE

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all things herein mentioned, as fully and to the same extent as any natural person might do, to wit:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

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Prepared and submitted by:  
Jonathan D. Greene, Esq.  
FBN: 53287  
Stollman & Stollman  
3720 Canterbury Way  
Boca Raton, FL 33434  
(561)482-7700

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To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute §607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this State;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its

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Articles of Incorporation or with the laws of this State, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay any pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who, by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014;

#### ARTICLE V - CAPITAL STOCK

This Corporation is authorized to have a maximum of One Thousand (1,000) shares of stock outstanding at any one time. Unless otherwise stated in these Articles or any amendment to these Articles, the shares of stock authorized shall be common stock having a par value of One (\$1.00) dollar per share ("Common Shares"). The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial Registered Agent of this corporation shall be:

Marc D. Stollman  
3720 Canterbury Way  
Boca Raton, Florida 33434

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall initially have one Director to hold office until the first annual meeting of the stockholders, and his successors shall have been duly elected and qualified, or until

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his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initial Director is:

Robert Rivera  
8004 N.W. 154th Street, #219  
Miami Lakes, Florida 33016

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator executing these Articles of Incorporation is:

Marc D. Stollman  
3720 Canterbury Way  
Boca Raton, Florida 33434

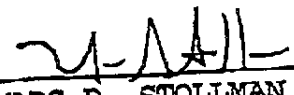
ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

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

The undersigned incorporator has executed these Articles of Incorporation this 25 day of August, 2000.

  
MARC D. STOLLMAN

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**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.

First that MUSICWORKS ENTERTAINMENT, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation has named Marc D. Stollman located at 3720 Canterbury Way, City of Boca Raton, County of Palm Beach, State of Florida, as its agent to accept service of process within this State.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE 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.

M. Stoll  
MARC D. STOLLMAN

9/25/00  
Date

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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