

PO0000098152

MARY M. RODGERS
8415 SW 144 ST
MIAMI FL 33158
(305) 670-2100 -Day Phone
(305) 251-0695 - Evening Phone

October 12, 2000

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

FILED
OCT 16 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: MELODYTHREAD, INC.

To Whom It Concern:

Enclosed please find Articles of Incorporation for MELODYTHREAD, INC., and a check in the amount of \$87.50, which sum represents filing fee of \$70.00, \$8.75 Certificate of Status fee and \$8.75 Certified Copy fee.

If you deem the Articles in order, please proceed to file them of record and return the certified copy to the undersigned at the above address.

If you have any questions, please do not hesitate to contact me.

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

Cordially,

Mary M. Rodgers

Mary M. Rodgers

Enclosures

10-18
cc

**ARTICLES OF INCORPORATION
OF
MELODYTHREAD, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this Corporation is MELODYTHREAD, INC.

ARTICLE II

PURPOSES

The purpose for which the Corporation is organized to conduct any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity within the purposes for which corporations may be organized under Chapter 607, Florida Statutes, being the Florida Business Corporation Act.

ARTICLE III

PRINCIPAL OFFICE

The street and mailing address of the principal office of the Corporation is 8415 SW 144 Street, Miami, FL 33158.

ARTICLE IV

CAPITAL STOCK

The total maximum number of shares that this Corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock, having a par value of One Dollar (\$1.00) per share. There shall be only one (1) class of stock, being common stock.

ARTICLE V

INCORPORATOR

The names and addresses of the Incorporator of this Corporation is as follows:

Mary M. Rodgers
8415 S.W. 144th Street
Miami, FL 33158

ARTICLE VI
BOARD OF DIRECTORS

Except as otherwise provided by law, by these Articles of Incorporation, or its Bylaws, the business and affairs of the Corporation shall be conducted by, and the powers of this Corporation shall be exercised by or under the authority of a Board of Directors, which Board shall number not less than one (1) director.

The initial number of Directors of this Corporation shall be two (2), provided, however, that such number may be changed from time to time in the manner provided in the Bylaws of this Corporation. The Directors named herein as the initial Directors shall hold office until the first annual meeting of the stockholders of the Corporation, at which time an election of Directors shall be held.

The names and addresses of such initial Directors of the Board are as follows:

Mary M. Rodgers
8415 S.W. 144 Street
Miami, FL 33158

John Daniel Rodgers
8415 S.W. 144 Street
Miami, FL 33158

ARTICLE VII
DISTRIBUTION ON DISSOLUTION

Upon the liquidation, dissolution, winding up or abandonment of the Corporation, the assets remaining after the payment or provision for payment of all debts and liabilities of the Corporation shall be distributed to the holders of the capital stock on a pro rata basis.

ARTICLE VIII
TERM OF EXISTENCE

The duration of this Corporation shall be perpetual.

ARTICLE IX
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial Registered Office of this Corporation shall be:

8415 S.W. 144th Street.
Miami, Florida 33158

The name of the Corporation's Initial Registered Agent's address is:

John W. Rodgers

ARTICLE X
INDEMNIFICATION

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

ARTICLE XI
AMENDMENT

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

IN WITNESS WHEREOF, the undersigned, being the Incorporator of this Corporation for the purpose of forming this Corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 12th day of October, 2000.

MELODYTHREAD, INC.

Mary M. Rodgers
Mary M. Rodgers, Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF MIAMI-DADE)

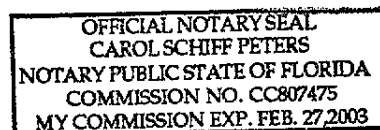
Before me the undersigned authority, personally appeared Mary M. Rodgers., to me well known and known to me to be the individual described in, or who produced as identification, personally known executed the foregoing Articles of Incorporation and acknowledged to and before me that she executed same for the purposes therein expressed.

Witness my hand and official seal this 12th day of October, 2000 at Miami, Miami-Dade County, Florida.

Carol Schiff Peters
Notary Public, State of Florida at Large

Print Name

My Commission Expires:



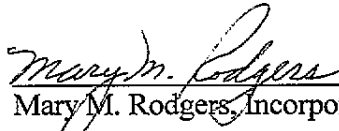
CERTIFICATE DESIGNATING REGISTERED AGENT
AND PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA,
AND ACCEPTANCE OF AGENT UPON WHOM
PROCESS MAY BE SERVED

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TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

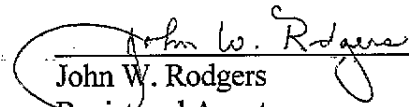
FIRST: That MELODYTHREAD, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 8415 SW 144 Street, Miami, Florida, has named John W. Rodgers, located at the same address, as its agent to accept service of process within Florida.

Dated: October 12, 2000


Mary M. Rodgers, Incorporator

Having been named to accept service of process for the above named corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

OCTOBER 12, 2000
Date Signed


John W. Rodgers
Registered Agent