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FLORIDA PROFIT CORPORATION OR P.A.

ROLLIN' DEEP, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION
OF
ROLLIN' DEEP, INC.

Pursuant to the appropriate provisions of the Florida Business Corporation Act,
the undersigned corporation (the "Company") adopts the following Articles of
Incorporation adopted by unanimous consent of all shareholders entitled to vote on this
matter as indicated below.

ARTICLE I - NAME

The name of the Company is Rollin' Deep, Inc.

ARTICLE II - PURPOSE

The Company is organized for the purpose of transacting any and all lawful
business.

ARTICLE III - DURATION

The Company shall exist perpetually unless sooner dissolved by the
shareholders.

ARTICLE IV - ADDRESS

The principal place of business and mailing address for the Company is 4819
S.W. 75th Avenue, Miami, FL 33155.

Prepared by:

Steven H. Naturman, Esq.
Steven H. Naturman, P.A.
Two Datan Center
9130 S. Dadeland Blvd.
Suite 1509
Miami, Florida 33156
(305) 670-8353
Florida Bar No. 709920

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ARTICLE V - STATED CAPITAL

The Company is authorized to issue the following capital stock:

<u>No. Shares</u>	<u>Classification</u>	<u>Par Value</u>
1000	Common	\$1.00

ARTICLE VI - REGISTERED AGENT

The Registered Agent of the Company is Barry Frette, 4819 S.W. 75th Avenue, Miami, FL 33155.

ARTICLE VII - BOARD OF DIRECTORS/INCORPORATORS

The Company shall be managed by a board of directors. The Company shall have two (2) directors at the time of the filing of these articles. The name and address of the current directors are listed below. These persons are the incorporators and they accept such role (as indicated by his signature) and their business addresses are as follows:

Barry Frette
4819 S.W. 75th Avenue
Miami, FL 33155

Keith Holland
8299 NW 30th Terrace
Miami, FL 33122

The number of directors may be increased or decreased from time to time thereafter in accordance with the bylaws of the Company but shall never be less than two (2). The directors shall hold office until their successors are elected and qualify as provided in the bylaws.

ARTICLE VIII - OFFICERS

The officers of the Company shall be the president, a vice president and a secretary, and, if the board of directors later determines, other or more vice presidents (the number thereof to be determined by the board of directors) and a treasurer, each

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of whom shall be elected by the board of directors. Such other officers and assistant officers may be deemed necessary, may be elected, or appointed by the board of directors. Any two (2) or more offices may be held by the same person.

At the time of the approval of these articles of incorporation, Barry Frette is the President and Keith Holland is the Vice President and Secretary of the Company (at the address indicated above). There are no other officers at this juncture.

ARTICLE IX - SHAREHOLDER PROPERTY

Private property of the shareholders shall not be subject to the payment of the Company's debts. The Company shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of the shareholders to the Company.

ARTICLE X - ACTIONS REQUIRING SHAREHOLDER APPROVAL

Prior to taking any of the actions set forth below, the Company shall procure the consent of at least seventy-five (75) percent of all of the shares of the common stock then issued and outstanding:

- (a) The sale, assignment, transfer, lease, exchange or other disposition of all or substantially all of the Company's assets.
- (b) The issuance of any additional shares of common stock of the Company.
- (c) The merger, consolidation, liquidation or dissolution of the Company.
- (d) Any and all amendments to the articles of incorporation and bylaws of the Company.
- (e) Any change in the amount of capital stock authorized to be issued by the Company; and

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(f) The issuance of any classes of capital stock other than the type authorized herein.

We, the undersigned, as the incorporators, agree, adopt, approve and consent to the above Articles of Incorporation this 25 day of December, 2000.

By:

Barry Frette

By:

Keith Holland

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.

Barry Frette

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