

P01000013078

TRANSMITAL LETTER

PROFESSIONAL ACCOUNTING & TAX SOLUTIONS, INC.
499 East Palmetto Park Road
Suite 207
Boca Raton, FL 33432
Telephone (561)-338-5158
Fax (561)-338-5081

January 19th, 2001

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

Re: POWER PACK RECORDS, INC.

Dear Clerk:

Enclosed is the original and one (1) copy of the Articles of incorporation for the above referenced corporation. Accordingly, the filing fee is enclosed.

Please return all correspondences concerning this matter to the above address. Additionally, should you need to call someone concerning this matter, please call the undersigned at the above telephone number.

Cordially Yours,

Monique Frencone

Enclosures

700003630987--3
-02/02/01--01077--013
*****121.50 *****78.95

FILED
01 FEB -2 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch FEB 5 2001

**ARTICLES OF INCORPORATION
OF
POWER PACK RECORDS , INC.**

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

ARTICLE I:

The name of the corporation is:

POWER PACK RECORDS, INC.

ARTICLE II: PRINCIPAL OFFICE

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

499 EAST PALMETTO PARK ROAD
SUITE 207
BOCA RATON, FL 33432

ARTICLE III: PURPOSE

This corporation may engage in any activity or business permitted under the law of United States, its Territories and Florida.

ARTICLE IV: SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1000 shares of common stock having a par value of .01 per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be in whole or part in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, with a value, in the judgement of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

MONIQUE TRONCONE
499 EAST PALMETTO PARK ROAD
SUITE 207
BOCA RATON, FL 33432

ARTICLE VI: INCORPORATOR(S)

The name(s) and address(es) of each incorporator is(are):

ENOS SMITH, President
499 EAST PALMETTO PARK ROAD
SUITE 207
BOCA RATON, FL 33432

FILED
01 FEB -2 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on the shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the Corporation by the unanimous approval of the Board of Directors. Thereafter, every amendment shall be approved at the shareholder's meeting by the unanimous vote of the shares entitled to vote on the matter or in such other manner as may be provided by law.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The corporation shall have (1) one director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the director(s) are:

ENOS SMITH
499 EAST PALMETTO PARK ROAD
SUITE 207
BOCA RATON, FL 33432

ARTICLES IX: DIRECTORS

1. The business of this Corporation shall be conducted and managed by its Board of Directors, and such Board of Directors shall consist from one member and not more than eleven members. A majority of the first Board of Directors name below shall have the power to approve and adopt the Bylaws of this Corporation until their successors are elected or

2. The qualifications, time and place of election and term of office of each Director shall be provided for in the Bylaws of the Corporation.

3. The officers of this Corporation may consist of a President, Vice President, Secretary and Treasurer, and such other officers and agent as may be provided for by the Bylaws of this Corporation, who shall be chosen, serve for such term and have such duties as may be prescribed by such Bylaws.

ARTICLE X: INDEMNIFICATION OF DIRECTORS

1. The Corporation shall indemnify any Director made a party to any action, suit or proceeding by or in the right of the Corporation to procure a judgement in its favor by reason of this being or having a Director or any officer of the Corporation, or Director of any other corporation which the Director served as such at the request of the Corporation, against the reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred by the Director in connection with the defense or settlement of such action, suit or proceeding, or in connection with an appeal therein, except in relation to matters as to which such Director may be adjudged to have been guilty of negligence of misconduct, in the performance of the Directors duty to the Corporation.

2. The Corporation shall indemnify any Director made a party to any action, suit or proceeding by or in the right of the Corporation to procure a judgement in its favor, whether civil or criminal, brought to impose a liability or penalty in such Director in the Director's capacity as Director or an officer of the Corporation, or officer of any other corporation which the Director or officer serves as such at the request of the Corporation, against judgements, fines, amounts paid in settlement and reasonable expenses, including but not limited to attorney's fees actually and necessarily incurred as a result of such action, suit or proceedings, or any appeal therein, if such Director acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such civil or criminal action, suite or proceeding by judgement, settlement, conviction, or upon a plea of nolo contendere shall not in itself create a presumption that any Director did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that such action was in the best interests of the Corporation or that the Director had reasonable ground for belief that such action was lawful.

ARTICLE XI: LIABILITY

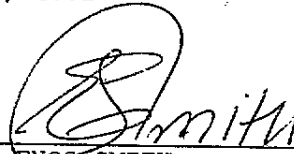
No Director shall be held liable or responsible for action taken by the Board of Directors acting under the provisions or in the manner authorized by these Articles of Incorporation or the Bylaws of the Corporation, nor for action taken by the board of Directors in reliance on reasonable grounds or probable cause for believing that the Board of Directors in reliance on reasonable grounds or probable cause for believing that the Board is acting under the provisions or in the manner authorized by the Articles of Incorporation Bylaws. The defense if any legal, equitable or other action, suit or proceeding brought against a Director, either individually or as Director, because or as a result of any action taken by the Board of Directors, shall be conducted by counsel for the Corporation, unless the action, suit or proceeding is brought by or in behalf of the Corporation. All costs and expenses of a Director in connection with any such action, suit or proceeding not brought by or in behalf of the Corporation, including but not limited to expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings, shall be paid by the Corporation, and in the event of a judgment or decree being rendered against the Director, the Corporator shall indemnify and save the Director harmless.

ARTICLE XII: REIMBURSEMENT OF DIRECTORS

If a legal, equitable or other action, suit or proceeding brought by or in behalf of the Corporation against a Director, either individually or as Director, shall result in a judgement, decree or decision in favor of the Director, the Corporation shall be liable to and shall reimburse the Director for all costs and expenses of the Director in connection with such action, suit or proceedings, including but not limited to reasonable attorney's fees, court costs and expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings.

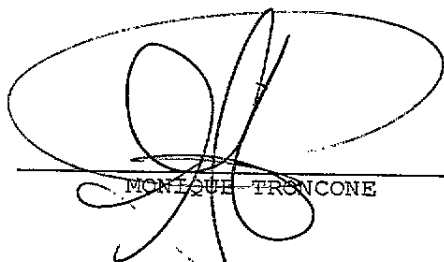
ARTICLE XIII: BY LAWS

The power to adopt, alter, amend or repeal Bylaws be vested in the Board of Directors and the shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders specifically provided that the bylaw is not subjected to amendment or repeal by the directors. The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 19TH day of January, 2001


ENGOS SMITH

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for the foregoing Articles of Incorporation, I hereby agree to accept service of process for said Corporation and to comply with any and all Statutes relative to the complete and proper performance of the duties of the registered agent.


MONIQUE TRONCONE