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VALIDATION ONLY

Perez, Behar & Associates

Requestor's Name
13935 N.W. 1st Avenue

Address
Miami FL 33168

City State ZIP Phone
(305) 688-9694

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*****78.75 *****78.75

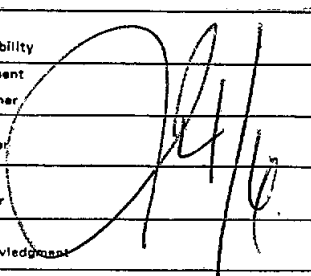
CORPORATION(S) NAME

Noel Entertainment & Records, Inc.

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 APR - 6 AM 9:21
NOT INCLUDED
TO ACKNOWLEDGE
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Empire Toll Free: 1-800-432-3028

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|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> After 4:30 | <input type="checkbox"/> Mail Out |
| <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up | |

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
NOEL ENTERTAINMENT & RECORDS, INC.**

We, the undersigned, all of whom are of legal age, do hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations.

ARTICLE I

The name of this corporation shall be:

NOEL ENTERTAINMENT & RECORDS, INC.

ARTICLE II

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

It shall have the authority to issue 100 shares of stock, all of one class, with \$ 1.00 par value.

ARTICLE IV

The corporation shall begin with \$ 100.00 capital.

ARTICLE V

The period of its duration is perpetual.

ARTICLE VI

The address of its principal office is:
14737 W Dixie Hwy.
Miami, FL. 33181

Prepared by:
Perez, Behar & Associates, PA.
13935 NW 1st Avenue
Miami, FL. 33168
(305) 688-9694

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLE VII

The number of directors constituting its initial Board of Directors is (1) whose name(s) and address(es) is (are):

Hamler Rodney Noel
14737 W Dixie Hwy
Miami, FL. 33181
President

ARTICLE VIII

The name and address of the subscriber is:

Hamler Rodney Noel
14737 W Dixie Hwy
Miami, FL. 33181

ARTICLE IX

The registered agent and registered office for the corporation shall be:

PEREZ, BEHAR & ASSOCIATES, PA.
13935 NW 1st AVENUE
MIAMI, FL. 33168

ARTICLE X

Shareholders shall be entitled to preemptive rights.


Hamler Rodney Noel

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST THAT NOEL ENTERTAINMENT & RECORDS, INC. DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,
WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, STATE OF
FLORIDA HAS NAMED PEREZ, BEHAR & ASSOCIATES, PA. AS ITS AGENT
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature: Henel R. Noel

Title: PRESIDENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED 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 AND COMPLETE PERFORMANCE OF MY
DUTIES.

Signature: Ramon Perez
RAMON PEREZ/ VICE-PRESIDENT
PEREZ, BEHAR & ASSOCIATES, PA.

Date: 4-4-01

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TALLAHASSEE FLORIDA