

TRANSMITTAL LETTER

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FILED

01 APR -9 PM 1:29

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

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

100003972771--3

-04/09/01--01102--023

*****70.00 *****70.00

SUBJECT: VIBES Music-WAREHOUSE, Inc
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

- \$70.00
- \$78.75
- \$122.50
- \$131.25

FROM: B.I.M./ACCTG & FIN. SERVICES
Name (printed or typed)

1300 ST. CHARLES PLACE, SUITE # B-621
Address

PACERBROKE LAKES, FL 33026
City, State & Zip

954-985-2482
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
VIBES MUSIC-WAREHOUSE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1 - NAME

The name of this corporation is VIBES MUSIC-WAREHOUSE, INC.

ARTICLE 11 - DURATION

This corporation shall have perpetual existence, commencing on APRIL 1, 2001

ARTICLE 111 - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business

ARTICLE 1V - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2414 S. STATE RD. #7 HOLLYWOOD, FL 33023 and the name of the registered agent of this corporation at that address is ERROL D. CHUNG. The principal address and registered office address of this Corporation are the same.

ARTICLE V1 - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1).

The name and address of the initial directors of this corporation is:

ALVA FEARON, President

WAYNE CHUNG, Vice President

ERROL D. CHUNG, Treasurer

8911 NW 23RD STREET
PEMBROKE PINES, FL 33026
3360 SW 173RD TERRACE
MIRAMAR, FL 33029
8911 NW 23RD STREET
PEMBROKE PINES, FL 33026

ARTICLE V11 - INCORPORATOR

The name and address of the person signing these articles is:

ALVA FEARON, President
8911 NW 23RD STREET
PEMBROKE PINES, FL 33026

ARTICLE V111 - BY LAWS

The power to adopt alter, or repeal bylaws shall be vested in the board of directors and the shareholders

ARTICLE 1X - INDEMNIFICATION

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

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NOTARY PUBLIC, FLORIDA

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribers has executed these articles of incorporation this March 22ND 2001

BY: *Alva Fearon*
ALVA FEARON, President

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

In pursuance of chapter 48,091, Florida Statutes, the following is submitted, in compliance with said act :

First -VIBES MUSIC-WAREHOUSE, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Pembroke Pines, County of Broward, State of Florida, has named ALVA FEARON, 8911 NW 23RD STREET, PEMBROKE PINES, County of Broward, State of Florida, as its agent to accept services of process within this State.

ACKNOWLEDGEMENT :

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.

BY: *Alva Fearon*
ALVA FEARON (Resident Agent)

(STATE OF FLORIDA
COUNTY OF BROWARD)

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared ALVA FEARON, known to me and known by me, to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 22ND of March 2001



DENNIS WILLIAMS
My Comm Exp. 5/26/2001
Bonded By Service Inc
No. CC650494
 Personally Known Other I.D.

Dennis Williams
Notary Public, State of Florida at Large :

My Commission Expires : 5/26/01