

PO10000040590

April 18, 2001

James Robert Stringer  
5609 Washington Street D51  
Hollywood, Florida 33023

Department of State  
Division of Corporations  
409 E. Gains Street  
Tallahassee, Florida 32399

900004035429--3  
-04/20/01--01067--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Unique Music & Designs Incorporated

Enclosed in an original and one copy of the articles of incorporation for the above mentioned corporation and a check in the amount of \$78.75 for filing fee and certificate.

Sincerely,

James Robert Stringer

Enclosures

*James R. Stringer*

FILED  
2001 APR 20 AM 10:44  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

✓  
cf 4/23/01

**ARTICLES OF INCORPORATION**

**OF**

***Unique Music and Designs Incorporated***

**FILED**

2001 APR 20 AM 10:44

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is UNIQUE MUSIC & DESIGNS INCORPORATED, (hereinafter, "Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 5609 Washington Street D51, Hollywood, Florida 33023 and the mailing address is the same.

**ARTICLE 4 - OFFICERS**

The officers of the Corporation shall be:

**President: James Robert Stringer**

**Secretary: Emmaline Shirley Stringer**

**Treasurer: James Robert Stringer**

The address of officers shall be the same as the principal office of the Corporation.

## **ARTICLE 5 – DIRECTOR (S)**

The Director of the Corporation shall be:

James Robert Stringer

Who address shall be the same as the principal office of the Corporation.

## **ARTICLE 6 – CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is ONE THOUSAND (1,000) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Director of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Director may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Director of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## **ARTICLE 7 -SHAREHOLDERS~ RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

## **ARTICLE 8 -POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

### **ARTICLE 9 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

### **ARTICLE 10 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

### **ARTICLE 11 – INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered is:

Phillis M. Davis  
3164 Pembroke Road  
Hallandale, Florida 33009

### **ARTICLE 12 – BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

### **ARTICLE 13 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

### **ARTICLE 14 – AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

**ARTICLE 15 - INCORPORATOR**

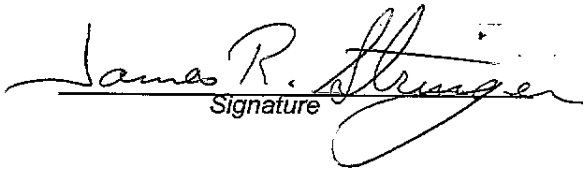
The name and street address of the of the incorporator to these Articles of Incorporation is:

James Robert Stringer

5609 Washington Street D51

Hollywood, Florida 33023

The undersigned incorporator has executed these Articles of Incorporation the 18 day of April 2001.

  
Signature

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

**FILED**

2001 APR 20 AM 10:44

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Unique Music & Designs Incorporated.
2. The name and address of the registered agent and office is:

**Phillis M. Davis**

**3164 Pembroke Road**

**Hallandale, Florida 33009**

*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.*

Phillis M. Davis  
Signature

4/18/01  
Date