

LAW OFFICES
DAVID BERCUSON, P.A.

PO10000043356

April 25, 2001

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
04/25/01

Re: SHAKE DOWN ENTERTAINMENT, INC.

700004085187--8
-04/27/01--01056--003
*****78.75 *****78.75

Dear Secretary:

Enclosed please find an original and one copy of the Articles of Incorporation of SHAKE DOWN ENTERTAINMENT, INC. together with our check in the amount of \$78.75 for payment of all required fees.

Please file these Articles, and return a Certified Copy of same to our office at your earliest convenience.

Very truly yours,

David Bercuson, P.A.

DB/jmh
enclosures

FILED
01 APR 27 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK MAY - 1 2001

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ARTICLES OF INCORPORATION

FILED

OF

01 APR 27 AM 8:34

EFFECTIVE DATE
04/25/01

SHAKE DOWN ENTERTAINMENT, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associate themselves for the purpose of becoming a Corporation under the laws of the State of Florida (Florida General Corporation Act), as they now exist or may be amended, pursuant to the following Articles of Incorporation:

ARTICLE I

Name. The name and address of this Corporation shall be: SHAKE DOWN ENTERTAINMENT, INC., 19700 Sterling Drive, Miami, Florida 33157.

ARTICLE II

Duration. This Corporation shall have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III

Purpose. The general nature and purpose of the business to be transacted, promoted and carried on is to do any and all things hereinafter mentioned, as fully and to the same effect and extent as natural persons might or could do, viz:

- (a) To record, produce, manufacture, distribute, own, buy, lease sell or otherwise exploit and/or deal in musical recordings on any substance or material, whether now or hereafter known. The recordings dealt in by the corporation will be primarily for home use, school use, commercial and juke box use or use in transportation embodying sound alone or sound coupled with visual image.
- (b) To produce, distribute, promote and arrange various types of musical compositions for recording, either for phonographic records, magnetic tapes, or other such media, and management of recordings for various artists.
- (c) Pursuant to the laws of the State of Florida, to conduct and transact any and all lawful business.

ARTICLE IV

Capital Stock. This Corporation is authorized to issue five thousand (5,000) shares of One Dollar (\$1.00) par value capital common stock which shall be designated "common stock".

ARTICLE V

Voting Rights. Except as otherwise provided by law, the entire voting power for the election of Directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI

Designation of Series. Preferred shares may be issued from time to time in series. All preferred shares shall be of equal rank and identical, except in respect to the particulars that may be fixed by the Board of Directors herein. The Board of Directors are authorized and required to fix, in the manner to the full extent provided and permitted by law, all provision of the shares of each series set forth below:

- (a) The distinctive designation of all series and the number of shares which shall constitute such series.
- (b) The redemption price or prices, if any, for the shares of each, any or all series.
- (c) The annual rate of dividends payable on the shares of all series and the time and manner of payment.
- (d) The obligation, if any, of the Corporation to maintain a sinking fund for the periodic redemption of shares of any series and to apply the sinking fund to the redemption of such shares.
- (e) The rights, if any, of the shareholders of shares of each series to convert such shares into common shares and the terms and conditions of such conversion.

ARTICLE VII

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by majority vote of the Board of Directors, dividends payable either in cash, in property, or in shares of capital stock of the Corporation.

ARTICLE VIII

Preemptive Rights. Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX

Powers. This Corporation shall have all those rights, powers and duties as delineated in Florida Statutes, Chapter 607, as it now exists or may hereafter be amended; including, but not limited to, the following general powers:

- (a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its Articles of Incorporation.
- (b) To sue and be sued, complain and defend in its corporate name in all actions or proceedings.
- (c) To have corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

- (f) To lend money to, and use its credit to assist its officers and employees in accordance with Florida Statutes Chapter 607.141, as it now exists or may hereafter be amended.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, states, territory, governmental district, or municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates as the Corporation may determine, issue its notes or bonds.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (j) To conduct its business, carry on its operations, and have offices and exercises the powers granted by this act within or without this State.
- (k) To elect or appoint officers and agents for the Corporation and define their duties and fix their compensation.
- (l) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration and regulation of the affairs of the Corporation.
- (m) To make donations for the public welfare or for charitable, scientific, or educational purposes.
- (n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.
- (o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its Directors, Officers and employees, and for any or all of the Directors, Officers and employees of its subsidiaries.
- (p) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.
- (q) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE X

Initial Board of Directors. This Corporation shall have two (2) Director(s) initially. The number of Directors may either be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

<u>Name</u>	<u>Address</u>
STEPHEN HARLEY	2719 Casablanca Drive Miramar, Florida 33123
CRAIG BATTISTE	19700 Sterling Drive Miami, Florida 33157

The name and address of the person(s) signing these Articles is:

<u>Name</u>	<u>Address</u>
STEPHEN HARLEY	2719 Casablanca Drive Miramar, Florida 33123

ARTICLE XI


Amendment. This Corporation reserves the right to 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.

ARTICLE XII

Initial Registered Office and Agent. The name and street address of the Initial Registered Office of this Corporation is David Bercuson, 9130 South Dadeland Boulevard, Two Datan Center, Suite 1800, Miami, Florida 33156. The name of the initial Registered Agent is David Bercuson.

Said Agent shall indicate acceptance of said designation by executing these Articles of Incorporation where indicated.

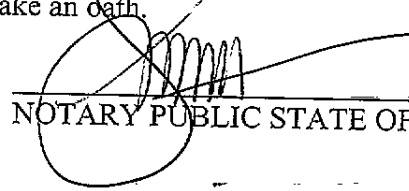
The undersigned subscriber has executed these Articles of Incorporation this 25th day of April, 2001.


STEPHEN HARLEY

STATE OF FLORIDA)
 :SS.:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 25th day of April, 2001, by STEPHEN HARLEY, FDL# H640-788-74-255-0, officer of SHAKE DOWN ENTERTAINMENT, INC., who is personally known to me and/or who has produced his Florida Driver's License as identification and who did not take an oath.

My Commission Expires:  J. M. Hernandez
Commission # CC 770682
Expires OCT. 13, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.


NOTARY PUBLIC STATE OF FLORIDA

ACCEPTANCE BY REGISTERED AGENT

I, DAVID BERCUSON, hereby accept the responsibilities as Registered Agent for SHAKE DOWN ENTERTAINMENT, INC.


DAVID BERCUSON
Registered Agent