

Geoffrey King Robinson
Attorney at Law

Mailing Address:
Post Office Box 530277
Miami Shores, FL. 33153

Telephone: (305) 899-8185
Facsimile: (305) 899-6224
Ans. Service: (800) 753-0498

April 23, 2001

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

Re: POWAPAK PRODUCTIONS, INC.
ROCK POP UNION, INC.

900004086239--4
-04/27/01--01092--003
157.50 **78.75

To Whom It May Concern:

Enclosed please find two (2) copies of the Articles of Incorporation for the above-referenced corporations. Also, please find enclosed this firm's check in the amount of \$157.50 to cover the cost of the filing fees and Certified Copies of each. Please return said copies in care of this office at:

Geoffrey King Robinson
Attorney at Law
P.O. Box 530277
Miami Shores, FL 33153

Please contact me if you require anything further.

Sincerely,


Geoffrey K Robinson

enclosures

FILED
01 APR 27 AM 9:44
TALLAHASSEE, FLORIDA

16 MAY 01 2001

ARTICLES OF INCORPORATION
OF
POWAPAK PRODUCTIONS, INC.

FILED
01 APR 27 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I – NAME

The name of this corporation is **POWAPAK PRODUCTIONS, INC.** The principle place of business and the mailing address of this corporation shall be: 3801 N.W. 4th Street, Ft. Lauderdale, Florida, 33312

ARTICLE II – DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III – PURPOSE

This corporation is organized primarily for the purpose of providing services to the entertainment industry; and more particularly, to produce and promote entertainment related events, and/or to arrange for the production and promotion thereof, and to engage in other activities related thereto, including but not limited to, production and promotion of audio-visual works, sound recordings, merchandising, artist management, and music publishing; and transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV – CAPITAL STOCK

This corporation is authorized to issue **1000** shares of no par value common stock which shall be designated as “Common Stock”.

ARTICLE V – PRE-EMPTIVE RIGHTS

Pursuant to Florida Statutes §607.0630, as amended from time to time, every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: **764 N.E. 111th Street, Biscayne Park, Florida, 33161**, and the name of the initial registered agent of this corporation at that address is: **Geoffrey K. Robinson, Esq.**

ARTICLE VII – INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one (1) Director nor more than three (3). The name and address of the initial Board of Directors of the corporation is:

**Rohan GoPaul
3801 N.W. 4th Street
Ft. Lauderdale, Florida 33312**

ARTICLE VIII – INCORPORATORS

The name and address of the Incorporator signing these Articles is: **Geoffrey K. Robinson, 764 N.E. 111th Street, Biscayne Park, Florida, 33161.**


ARTICLE IX – INDEMNIFICATION

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

ARTICLE X – AMENDMENT


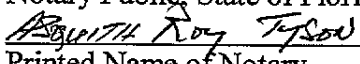
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 24th day of April, 2001.


GEOFFREY K. ROBINSON
Incorporator

STATE OF FLORIDA :
SS
COUNTY OF MIAMI-DADE :

The foregoing instrument was acknowledged before me this _____ day of April, 2001, by **GEOFFREY K. ROBINSON**.


Notary Public, State of Florida

Printed Name of Notary

ASQUITH ROY TYSON
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # CC864146
EXPIRES 8/22/2003
BONDED THRU ASA 1-888-NOTARY1

Personally Known _____ OR Produced Identification

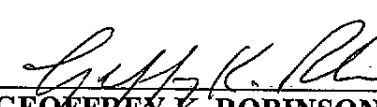
Type of Identification Produced R152-291-47-091-0 DRIVER'S LICENSE

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with §48.091 and §607.034, Florida Statutes, the following is submitted:

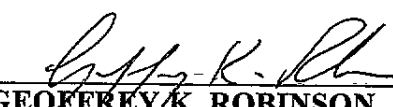
FIRST, that **POWAPAK PRODUCTIONS, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at: 3801 N.W. 4th Street, Ft. Lauderdale, Florida, 33312, has named **Geoffrey K. Robinson, Esq.**, located at 764 N.E. 111th Street, Biscayne Park, Florida, 33161, as its agent to accept service of process within Florida.

Dated: 4/24/01


GEOFFREY K. ROBINSON
Incorporator

FILED
01 APR 27 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above named 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 performance of my duties.


GEOFFREY K. ROBINSON
Registered Agent