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01 JUN 21 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 15, 2001

Secretary of State
Division of Corporations
P.O. Box #6327
Tallahassee, FL 32399

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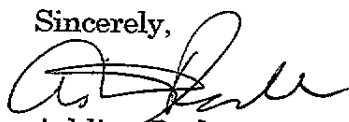
Re: D & B Records, Inc.

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for the above referenced corporation and accompanying check in the amount of Seventy Eight Dollars and Seventy Five Cents. Please return a certified copy to my office.

Please call my office if there is any further information needed.

Sincerely,


Ashling Roche

encl.

Mailing Address: Post Office Box 480066, Fort Lauderdale, FL 33348
Office address: 2550 North Federal Highway, Suite #13, Fort Lauderdale, FL 33305

*6-22-01
WC*

ARTICLES OF INCORPORATION
OF
D & B RECORDS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation under the laws of Florida, adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of this corporation is D & B Records, Inc.

ARTICLE TWO

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, and may do any and all things in a corporate capacity permitted under and not inconsistent with Chapter 607 of the Florida Statutes regarding corporations for profit.

ARTICLE THREE

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 10,000 (ten thousand) shares of common stock of the par value of .01 (one cent) per share.

These shares shall carry preemptive rights.

ARTICLE FOUR

The amount of capital with which the corporation will begin business will not be less than \$500.00 (five hundred) dollars.

ARTICLE FIVE

The corporation shall have perpetual existence.

ARTICLE SIX

The initial street address of the principal office of the corporation will be 2550 North Federal Highway, Suite #13, Fort Lauderdale, Florida 33305.

ARTICLE SEVEN

The number of directors will not be less than one.

ARTICLE EIGHT

The members of the first Board of Directors are to be determined at the first organizational meeting.

ARTICLE NINE

The names and street addresses of each subscriber to the Articles of Incorporation are:

1. Ashling Roche
2550 North Federal Highway, Suite #13
Fort Lauderdale, Florida 33305...

ARTICLE TEN


The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the bylaws or to adopt new bylaws shall be vested in the Board of Directors. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the laws of the State of Florida or this Articles of Incorporation.

Any contract or other transaction between the corporation and any one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which one or more of its directors are members or employees, or in which they are interested, or between the corporation any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the corporation that acts upon, or in reference to, the contract or transaction, and notwithstanding his or her participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification.

ARTICLE ELEVEN

The registered agent for the corporation shall be Ashling M. Roche, P.A.. The place designated for service of process shall 2500 North Federal Highway, Suite #13, Fort Lauderdale, Florida 33305.

THE UNDERSIGNED, being the sole original subscriber to this Articles of Incorporation, does hereby make, subscribe, acknowledge and file this Articles of Incorporation and certifies that the facts stated herein are true, and has hereunto set his hand and seal this 15th day of June, 2001.



Ashling Roche

CERTIFICATE DESIGNATING

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is:

D & B Records, Inc.

2. The name and address of the registered agent and office is:

Ashling M. Roche, P.A.

2500 North Federal Highway, Suite #13

Fort Lauderdale, Florida 33305.

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TALLAHASSEE, FL 32399

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 THE STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

Signature


(Registered Agent)

Date

6/15/01