

Charter Number Only

11/2/01

Requestor Name

Address

City

State

ZIP

Phone

VALIDATION ONLY

400004665134--1  
-11/05/01--01011--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

CORPORATION(S) NAME

Prophecy Entertainment, Inc.



Empire Toll Free: 1-800-432-3028

RECEIVED

01 NOV -5 AM 9:25

DIVISION OF CORPORATION

01 NOV -5 AM 11:31

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

- |  |  |   |
|--|--|---|
| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Mark            | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Certificate Under Seal     |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Reservation     |   |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies    |   |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30                 |
| <input checked="" type="checkbox"/> Walk In        | <input type="checkbox"/> Will Wait       | <input type="checkbox"/> Mail Out                   |

cert  
copy

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

**ARTICLES OF INCORPORATION**

**OF**

**PROPHECY ENTERTAINMENT, INC.**

**THE UNDERSIGNED**, have executed the following document for the purpose of forming above named corporation under the laws of the State of Florida, and as incorporator hereby adopts the following Articles of Incorporation.

**FILED**  
01 NOV - 5  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I- NAME**

**PROPHECY ENTERTAINMENT, INC.**

**4330 W BROWARD BLVD STE F  
PLANTATION, FL 33317**

**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 for the purpose of producing, promoting, distributing and publishing records, artists and songwriters from various musical genre, such as, Hip-Hop, Cultural Reggae, Gospel, and Rhythm & Blues(R&B), Pop Music all around the world to the public and private sector and to transact any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended including but not limited to the general work with producing promoting distributing and publications.

**ARTICLE IV- CAPITAL STOCK**

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

**ARTICLE V- PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his/her 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 register office of this corporation is:  
**4330 W BROWARD BLVD STE F PLANTATION, FL 33317**

and the name of the initial registered agent of this corporation at that address is:  
**AUSTIN B. LAWES**

**ARTICLE VII- INITIAL BOARD OF DIRECTORS AND OFFICERS**

This corporation shall have three directors 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 Director nor more than five.

**AUSTIN B. LAWES 4330 W BROWARD BLVD STE F PLANTATION, FL 33317**

**NIGEL S. LAWES 4330 W BROWARD BLVD STE F PLANTATION, FL 33317**

**RICHARD LESTAGE 4330 W BROWARD BLVD STE F PLANTATION, FL 33317**

**ARTICLE VIII- A - INCORPORATOR**


The name and address of the Incorporator shall be:  
**AUSTIN B. LAWES**

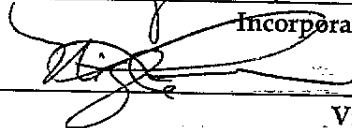
**4330 W BROWARD BLVD STE F  
PLANTATION, FL 33317**

**ARTICLE VIII - INDEMNIFICATION**

The 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 Incorporators have executed these Articles of Incorporation on the 1st day of November 2001.

  
\_\_\_\_\_  
Incorporator/President

  
\_\_\_\_\_  
Vice President

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

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.

First that PROPHECY ENTERTAINMENT, INC. desiring to organize under the  
(Name Of Corporation)


laws of the State of FLORIDA with its principal office, as indicated in the Articles of  
(Florida)

Incorporation has named AUSTIN B. LAWES located at PLANTATION County of  
(Name of Registered Agent) (City)

BROWARD State of Florida, as its agent to accept service of process within this state.  
(Country)

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.

SIGNATURE

  
Registered agent

FILED  
01 NOV -5 AM 11:33  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA