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November 2, 2001

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

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*****78.75 *****78.75

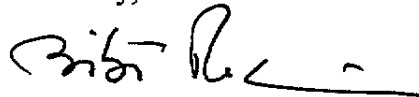
Re: STRAIGHTLINE RECORDS, INC.

To Whom It May Concern:

Enclosed please find two (2) copies of the Articles of Incorporation for the above-referenced corporation. Also enclosed is our firm's check in the amount of \$78.75 to cover the cost of filing and Certified Copy.

Please contact me if you require anything further.

Sincerely,



Bibi Robinson

Enclosures

FILED
01 NOV -5 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11-8-01

ARTICLES OF INCORPORATION

OF

STRAIGHTLINE RECORDS, INC.

FILED
01 NOV -5 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I – NAME

The name of this corporation is **STRAIGHTLINE RECORDS, INC.** The principle place of business and the mailing address of this corporation shall be: 6061 Collins Avenue, Suite 23D, Miami Beach, Florida, 33140.

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 (i) operating as a music production company and record label providing, or arranging for, the production of recordings of performances by musical artists and the exploitation thereof; (ii) any ancillary activities related to the operation of a production company and record label, to include but not be limited to, recording, manufacturing, distribution, promotion and marketing, sale, and merchandising of records and other products; (iii) 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 King 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:

Jaime I. Rivas
6061 Collins Avenue, Suite 23D
Miami Beach, Florida 33140

ARTICLE VIII – INCORPORATORS

The name and address of the Incorporator signing these Articles is: **Geoffrey King Robinson, Esq., P.O. Box 530277, Miami Shores, Florida, 33153.**

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 2nd day of November, 2001.



GEOFFREY KING ROBINSON
Incorporator

**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**

FILED
01 NOV -5 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST, that **STRAIGHTLINE RECORDS, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at: 6061 Collins Avenue, Suite 23D, Miami Beach, Florida, 33140, has named **Geoffrey King Robinson, Esq.**, whose address is: 764 N.E. 111th Street, Biscayne Park, Florida, 33161, as its agent to accept service of process within Florida.

Dated: 11/2/01


GEOFFREY KING ROBINSON
Incorporator

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 KING ROBINSON
Registered Agent