

TRANSMITTAL LETTER

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FILED
01 DEC -3 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: Rhema Records and Recording Studios, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

700004701927--1
-12/03/01--01040--008
*****87.50 *****87.50

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☒ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status
ADDITIONAL COPY REQUIRED

FROM: Carmen J. Bell Name (Printed or typed)

1221 Brickell Avenue Suite 952
Address

Miami, Florida 33131
City, State & Zip

(305) 358-6300 ext. 9588
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

D. BROWN DEC - 5 2001

**ARTICLES OF INCORPORATION
OF
RHEMA RECORDS AND RECORDING STUDIOS, INC.**

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ARTICLE I - NAME

The name of this Corporation is RHEMA RECORDS AND RECORDING STUDIOS, INC. and its address is 1221 Brickell Avenue Suite 952, Miami, Florida 33131.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of one cent (\$.01) par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Carmen J. Bell and her address is 1221 Brickell Avenue Suite 952, Miami, Florida 33131.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than two (2). The name and address of the initial Directors are:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------|--|
| Carmen J. Bell | 1221 Brickell Avenue Suite 952 Miami, Florida 33131 |
| Denise Y. Payne | 1221 Brickell Avenue Suite 952 Miami, Florida 33131 |

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer, or Director, or any former Officer or Director, to the full extent permitted by law.

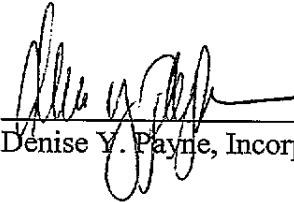
ARTICLE IX - INCORPORATOR

The name of the person signing these Articles is Denise Y. Payne and her address is 1221 Brickell Avenue Suite 952, Miami, Florida 33131

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or appeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this twenty ninth day of November, 2001.


Denise Y. Payne, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS TWENTY NINTH DAY OF NOVEMBER, 2001.


Carmen J. Bell, Registered Agent

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TALLAHASSEE, FLORIDA