

P01000115232  
A. DENNIS PELAEZ  
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29  
November 21, 2001

Florida Department of State  
Division of Corporations/ Corporate Records Bureau  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: X- Thirtien Inc.

200004703042--2  
-12/03/01--01087--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Madam or Sir:

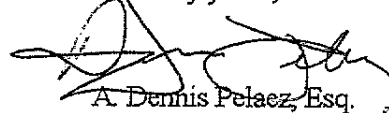
Enclosed you will find the original and one (1) copy of the Articles of Incorporations for the above-referenced corporation, together with the Resident Agent form and my check in the amount of \$78.75 for the cost of filing the Articles, the Resident Agent's fee, and for a certified copy of the Articles.

Accordingly, I trust your office will duly register the corporation, and return the certified copy of the Charter to my office at your first opportunity.

In closing, if there are any questions or additional information required, please do not hesitate to call.

Thank you for your attention and cooperation.

Sincerely yours,

  
A. Dennis Pelaez, Esq.

01 DEC -3 PM 3:48  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ADP/klc

Enclosures

PS 12/10/01

**ARTICLES OF INCORPORATION  
OF  
X- THIRTIEN INC.**

FILED  
01 DEC -3 PM 3:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of the Corporation shall be X-THIRTIEN, INC. and the mailing address of the Corporation shall be 18002 Richmond Place. Dr. #321; Tampa, Florida 33647

**ARTICLE II - PURPOSE**

The Corporation is organized for the purpose of operating a music management and promotion enterprise and conducting any other lawful business.

**ARTICLE III - CAPITAL STOCK**

The Corporation is authorized to issue 7,500 shares of \$1.00 per value common stock, which should be designated "Common Shares."

**ARTICLE IV- PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, 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 V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office for the Corporation is 1905 W. Sligh Ave.; Tampa, Florida 33604 and the initial Registered Agent of the Corporation shall be A. Dennis Pelaez, Esq.

#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished pursuant to the Bylaws, but shall never be less than one (1). The name and addresses of the initial directors of the Corporation :

**ERIK C. BAKER**  
**18002 Richmond Place Dr. #321**  
**Tampa, FL 33647**

**JOHN OSBORNE**  
**18002 Richmond Place Dr. #321**  
**Tampa, FL 33647**

#### **ARTICLE VII - INCORPORATOR**

The name and address of the person signing these Articles is:

**ERIK C. BAKER**  
**18002 Richmond Pl. Dr.**  
**Tampa, FL 33647**

#### **ARTICLE VIII - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

#### **ARTICLE IV - RESTRICTIONS ON TRANSFER OF STOCK**

Shares of the stock of this Corporation shall be issued initially to the following persons and entity in the amounts set opposite their name:

**John Osborne - 50 shares**

**Nightlife Entertainment, Inc. - 50 shares**

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to the Corporation.

## ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director the full extent permitted by law.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal to these Articles of Incorporation, on this 29th day of November, 2001.

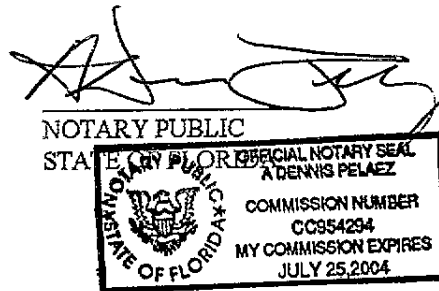
X Erik C. Baker

ERIK C. BAKER

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority appeared ERIK C. BAKER personally known to me or who produced A-17 as identification, and who executed the foregoing Articles of Incorporation and acknowledged before me he executed same for the purposes therein expressed.

WITNESS my hand and official seal in the above named County and State this 29th day of November, 2001.



FILED

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

DEC -3 PM 3:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48,091, FLORIDA STATUTES,  
THE FOLLOWING IS SUBMITTED:

FIRST--THAT X- THIRTIEN INC.  
(NAME OF CORPORATION)

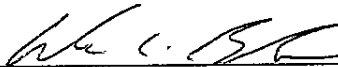
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF  
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF TAMPA  
(CITY)

FLORIDA HAS NAMED A. DENNIS PELAEZ, ESQ.  
(STATE) (NAME OF REGISTERED AGENT)


LOCATED AT 1905 W. Sligh Avenue  
(STREET ADDRESS AND NUMBER OF BUILDING, POST OFFICE  
BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF TAMPA, STATE OF FLORIDA 33604, AS ITS AGENT TO

ACCEPT SERVICE OF PROCESS WITHIN FLORIDA,

SIGNATURE:   
ERIK C. BAKER  
TITLE: DIRECTOR  
DATE: 11/29/01

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 STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES.

SIGNATURE:   
A. DENNIS PELAEZ, ESQ.  
DATE: 11/29/01