

CARSTEN & LADAN, P.A.

PO 1000121966

EFFECTIVE DATE
1-2-02

FILED
01 DEC 26 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 20, 2001

Department of State
ATTN: NEW FILINGS
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

VIA UPS OVERNIGHT DELIVERY
Tracking # 1Z T66 T54 23 1000 000 7

200004739120-0
-12/26/01-01072-007
*****78.75 *****78.75

RE: Articles of Incorporation for Smilez Music, Inc.

Dear Sir or Madam:

Enclosed, please find one original and one copy of the Articles of Incorporation for my client, Smilez Music, Inc., including a Certificate of Designation of Registered Agent/Registered Office. I have also enclosed check number 1126 in the amount of \$78.75 made payable to "Department of State" to cover the filing fee and certified copy. Please return the certified copy to me at the below address, or feel free to fax it to me at (407) 679-1795.

I understand that you are very busy during this holiday season, but am hopeful that this filing will be processed prior to the January 2nd effective date of incorporation if at all possible.

Thank you in advance for your assistance in this matter and happy holidays.

Sincerely,



Amir A. Ladan

enc.

cc: Rodney Bailey

art.inc.cvr.ltr.Smilez.doc/aal

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**ARTICLES OF INCORPORATION
OF
SMILEZ MUSIC**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

Name

The name of this corporation shall be Smilez Music, Inc.

ARTICLE II

Effective Date

The existence of the corporation shall begin on January 2, 2002.

ARTICLE III

Principal Office

The street address of the principal office of the corporation is 135 Coral Bell Court, Orlando, Florida, 32807, which may be subject to change pursuant to the Bylaws adopted by the corporation.

ARTICLE IV

Shares

The maximum number of shares this corporation is authorized to issue is Fifty Thousand Dollars (\$50,000.00), par value of One Dollar (\$1.00) per share, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

Initial Registered Agent

The initial street address of the corporation's registered office is 7033 Stapoint Court, Suite G, Winter Park, Florida, 32792. The initial registered agent for the corporation at that address is Amir A. Ladan, Esq.

ARTICLE VI

Incorporator

The name and street address of the incorporator of these articles of incorporation is:

Name	Address
Rodney James Bailey	135 Coral Bell Court, Orlando, Florida, 32807

ARTICLE VII

Business Purpose

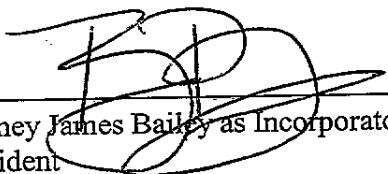
The principal purpose for which this corporation is organized is the writing, recording, publishing, production and performance of music, including all actions necessary to facilitate said purpose.

ARTICLE VIII

Initial Board of Directors

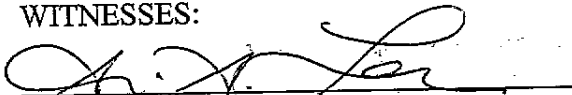
The corporation shall initially have one (1) Board of Directors. The number of Directors may be increased or decreased from time to time pursuant to the Bylaws but shall not be less than one (1). The name and address of the Director is the same as that of the incorporator.

The undersigned has executed these articles of incorporation on this 19TH day of DECEMBER, 2001.

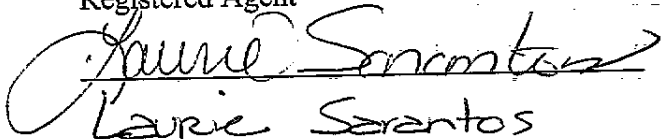


Rodney James Bailey as Incorporator
President

WITNESSES:



Amir A. Ladan, Esq.
Registered Agent



Laurie Sarantos

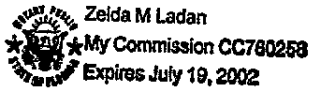
STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on this 19th day of December, 2001 by Rodney James Bailey, [] who is personally known to me or who produced his Florida License as identification and who [] did did not take an oath.

By: Zelda M Ladan
Notary Public

Print Name: Zelda M. Ladan

Notary Seal:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

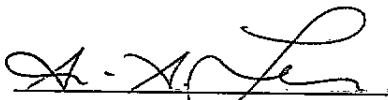
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

UNDER THE PROVISIONS OF F.S. 607.0501, 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.

1. The name of the corporation is Smilez Music, Inc.
2. The name and address of the registered agent and office, as stated in Article V of the Articles of Incorporation, is:

Amir A. Ladan, Esq.
7033 Stapoint Court, Suite G
Winter Park, Florida 32792

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I accept 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.


Amir A. Ladan, Esq.

Dated: 12/19/01