



UCC FILING & SEARCH SERVICES, INC.  
526 East Park Avenue  
Tallahassee, Florida 32301  
(850) 681-6528

**HOLD**  
FOR PICKUP BY  
UCC SERVICES  
OFFICE USE ONLY

**FILED**

02 JAN 15 AM 10:51

January 15, 2002

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
CORPORATION NAME(S) AND DOCUMENT NUMBER(S):

Code Entertainment Inc.

**P020000004738**

**Filing Evidence**

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

**Type of Document**

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include  
Articles & Amendments
- ☐ Fictitious Name Certificate

**Retrieval Request**

- ☐ Photocopy
- ☐ Certified Copy

- ☐ Other **400004774964--9**  
-01/15/02--01014--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

| NEW FILINGS |                   |
|-------------|-------------------|
| X           | Profit            |
|             | Non Profit        |
|             | Limited Liability |
|             | Domestication     |
|             | Other             |

| AMENDMENTS |                                    |
|------------|------------------------------------|
|            | Amendment                          |
|            | Resignation of RA Officer/Director |
|            | Change of Registered Agent         |
|            | Dissolution/Withdrawal             |
|            | Merger                             |

| OTHER FILINGS |                  |
|---------------|------------------|
|               | Annual Reports   |
|               | Fictitious Name  |
|               | Name Reservation |
|               | Reinstatement    |

| REGISTRATION/QUALIFICATION |                   |
|----------------------------|-------------------|
|                            | Foreign           |
|                            | Limited Liability |
|                            | Reinstatement     |
|                            | Trademark         |
|                            | Other             |

J. BRYAN JAN 15 2002

ARTICLES OF INCORPORATION  
OF  
CODE ENTERTAINMENT INC.

A Florida Corporation

I, the undersigned, hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of becoming a corporation for profit under the laws of the State of Florida, and do hereby certify that I have become such corporation under and pursuant to the following Articles of Incorporation:

ARTICLE I

The name of the corporation is:

**CODE ENTERTAINMENT INC.**

ARTICLE II

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

The initial purpose of this entity is to conduct and carry on a general music publishing and selling business, including the printing, copyrighting, binding, publishing, buying or selling of any and all original musical selections, musical scores, musical compositions, and musical matters of all kinds; the buying and selling of machinery, paper, parchment, cloth, leather and other material used in the printing, binding or publishing; the buying and selling of any manuscripts or copyrights, and their reproduction; and the transaction of all such business either on its own account or as agent for other corporations, firms or individuals.

To engage in the business of manufacturing, pressing, recording, selling, distributing, and renting records, recordings, transcriptions, stampers, wire and tape recordings, and other forms of recorded sound of every nature and description by any means or through any media now or hereafter invented or devised.

ARTICLE III

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is 60, all of which is without par value. All stock shall be paid and non-assessable. (Shares of stock without nominal or par value may be issued and disposed of for such consideration as may be fixed, from time to time, by the Board of Directors).

ARTICLE IV

The corporation shall have perpetual duration.

ARTICLE V

The initial street address of the registered office of the corporation shall be and is 6365 West 24th Avenue, Suite 54, Miami, Florida 33016, and the name of the initial registered agent of the corporation at this address is Steven Lopez.

The business shall be located at 6365 West 24th Avenue, Suite 54, Miami, Florida 33016

FILED  
02 JAN 15 AM 10:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE VI

The number of directors of this corporation shall be and is one (1). That number may be increased (or diminished) from time to time by the By-Laws adopted by the Stockholders.

## ARTICLE VII

The names and addresses of the members of the first board of directors, who, subject to the provisions of the Certificate of Incorporation, the By-Laws of the corporation and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

Steven Lopez, 6365 West 24th Avenue, Suite 54, Miami, Florida 33016

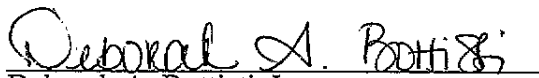
## ARTICLE VIII

The officers of the corporation shall be a President, Secretary and Treasurer, and such other officers, agents and factors as may be deemed necessary, including one or more Vice Presidents. All officers, agents and factors shall be chosen in such manner, hold their offices for such terms and have such powers and duties as maybe prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices except that the President or Vice President shall not also be the Secretary or Assistant Secretary of this corporation.

The corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this day for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file, in the Office of the Secretary of State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.

DATED: January 7, 2002



Deborah A. Bottisti, Incorporator  
283 Washington Avenue  
Albany, New York 12206

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That **CODE ENTERTAINMENT INC.**, a corporation desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at 6365 West 24th Avenue, Suite 54, Miami, Florida 33016, County of Dade, State of Florida, has named Steven Lopez at that address as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above named corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

DATED: 1/9/02

Steven Lopez Agent

**FILED**  
02 JAN 15 AM 10:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA