

P02000036510

TRANSMITTAL LETTER

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

FILED  
02 MAR 29 AM 9:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUBJECT: Rock Solid Entertainment INC,  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

100005176711--8  
-03/29/02--01038--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

\$70.00  
Filing Fee

\$78.75  
Filing Fee &  
Certificate of  
Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: MELVIN Deric  
Name (Printed or typed)

2982 NW. 55 AVE  
Address

LAuderhill FL. 33033  
City, State & Zip

706-685-9614-954-501-9501  
Daytime Telephone number

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

**ARTICLE OF INCORPORATION**  
**OF**

*Rock Solid Entertainment*

**ARTICLE I**

**NAME**

The name of this corporation is: Rock Solid Entertainment, Inc.

**ARTICLE II**

The term of existence of the corporation is perpetual.

**ARTICLE III**

**PURPOSE**

The purpose for which the Corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the General Corporation Act of the State of Florida. These shall include but not limited to, the power to sue and be sued, complain and defend in its Corporate name in all actions and proceedings, and to have a Corporate Seal. The Corporation may also purchase, take, receive, lease, or otherwise acquire, own, hold improve, use or otherwise deal in our or personal property or any interest therein wherever situated. It shall have the power to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of any or all of its property, franchises and income. It may conduct its business, carry on its operations, and have officers and exercise the powers granted by this act within and without the State of Florida.

It may elect and/or appoint officers and agents and define their duties and fix

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their compensation. It may take and alter by-laws in any way consistent with these Articles of Incorporation and the laws of the State for the administration and regulations of the affairs of the Corporation. The Corporation shall have power to make donations to the public welfare or charitable, scientific, or educational purposes. It shall have the power to transact any lawful business which the Board of Directors shall find to be in aid of Government Policy. The Corporation shall further have the power to pay pensions and establish pension plans, and incentive plans for any and all of its Directors, Officers and Employees and for any and all the Directors, Officers, and Employees of its subsidiaries. It may be promoter, incorporator, general partner, member, associate or manger of any corporation, partnership, limited partnership, joint venture, trust or enterprise. The Corporation shall have the further power to purchase, take, receive, subscribe for, or otherwise use and deal in and with shares or other interest in or other interest in or obligations of other domestic and foreign corporations, associations, partnerships, and individuals including the direct and indirect obligations to the United States or any other government, state, territory, or other governmental body. The Corporation shall have the power to have and to exercise all powers necessary or convenient to effect its purpose.

#### **ARTICLE IV**

#### **CAPITAL STOCK**

The aggregate number of shares which the Corporation has the authority to issue is 2,000 shall be common shares with par value of \$1.00.

**ARTICLE V**

**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 (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 and principal office of this Corporation is:

2982 Northwest 55 Avenue, Suite 2B

Lauderhill, Florida 33033

The name of the initial agent of this Corporation is:

Melvin Derico

**ARTICLE VII**

**INCORPORATORS  
(DIRECTOR)**

This Corporation shall have (4) incorporators.

The number of incorporators may be either increased or diminished from time to time by the by-laws but shall never be less than one. The names and addresses of the initial incorporators of this Corporation are:

- |   |   |
|---|---|
| 1. Melvin Derico<br>2982 Northwest 55 Avenue, Suite 2B<br>Lauderhill, Florida 33033 | 2. Melvin Derico<br>2982 Northwest 55 Avenue, Suite 2B<br>Lauderhill, Florida 33033 |
| 3. Melvin Derico<br>2982 Northwest 55 Avenue, Suite 2B<br>Lauderhill, Florida 33033 | 4. Melvin Derico<br>2982 Northwest 55 Avenue, Suite 2B<br>Lauderhill, Florida 33033 |

## **ARTICLE VIII**

### **OFFICERS**

The initial officers of the Corporation shall be:

- |  |   |
|--|---|
| 1. Melvin Derico<br>President<br>2982 Northwest 55 Avenue, Suite 2B<br>Lauderhill, Florida 33033 | 2. Melvin Derico<br>Vice President<br>2982 Northwest 55 Avenue, Suite 2B<br>Lauderhill, Florida 33033       |
| 1. Melvin Derico<br>Treasurer<br>2982 Northwest 55 Avenue, Suite 2B<br>Lauderhill, Florida 33033 | 2. Melvin Derico<br>Secretary of Affairs<br>2982 Northwest 55 Avenue, Suite 2B<br>Lauderhill, Florida 33033 |

## **ARTICLE IX**

### **COMMENCEMENT OF EXISTENCE**

The Corporation shall be deemed to commence its existence on:

Upon receipt by the Secretary of State.

## **ARTICLE X**

### **AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, to any amendment hereto, and any rights conferred upon the stockholders are subject to this reservation.

IN WITNESS WHEREOF, we have subscribed our names this 24 day of March, A.D., 2002.

Melvin Derico

Melvin Derico, President

Melvin Derico

Melvin Derico, Vice President

Melvin Derico

Melvin Derico, Treasurer

Melvin Derico

Melvin Derico, Secretary of Affairs

STATE OF FLORIDA            )  
  :  
  :       SS  
COUNTY OF BROWARD        )

On this \_\_\_\_\_ day of \_\_\_\_\_, A.D., 20\_\_\_\_\_, before me a Notary Public for the State of Florida, the undersigned officers personally appeared \_\_\_\_\_

\_\_\_\_\_, known to me to be persons whose names are subscribed to the within instrument, and acknowledge that they executed the same of the purpose therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

\_\_\_\_\_  
NOTARY PUBLIC

My commission expires:

**ACCEPTANCE FOR REGISTERED AGENT**

Having been named to accept service of process for above stated Corporation, at the place designated in Article VI of these of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of its duties.

Dated this 24 day of March, 2002

Melvin Derico  
SIGNATURE

MELVIN DERICO, REGISTERED  
AGENT

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 MAR 29 AM 9:25

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