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TRANSMITTAL LETTER
FILED

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

02 MAY 13 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Mor-L Entertainment Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

000005507160--9
-05/13/02--01096--001
*****87.50 *****87.50

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 of Status
ADDITIONAL COPY REQUIRED

FROM: Mr. Adrian M Morris
Name (Printed or typed)
2983 Byington Ct
Address
Tallahassee, FL. 32303
City, State & Zip
(850) 536-0051
Daytime Telephone number

RECEIVED
02 MAY 13 PM 1:57
DIVISION OF CORPORATION

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

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C8513

**ARTICLES OF INCORPORATION
OF
MO-RAL ENTERTAINMENT, INC.**

**ARTICLE I
NAME**

The name of this corporation shall be known as Mo-Ral Entertainment, Inc. hereinafter referred as the Corporation.

**ARTICLE II
PURPOSE**

The purpose of this Corporation shall be:

- A. To engage in the business of recording, producing, and marketing and wholesale distribution of recording, LP albums, cassettes, discs, and tapes. As well as placement of such items in record shops and radio stations throughout the world. (The Territory)
- B. To produce videos and provide live entertainment.
- C. Manufacture and Warehouse tapes and disc records and the packaging therefore.
- D. Solicit sales and take orders from distributors.
- E. Distribute records wholesale and retail outlets in The Territory for sale.
- F. Invoice distributors for record sales.
- G. Process and warehouse any return of records.
- H. Perform any and all other services that are customary in the recording industry.
- I. To insure the financial stability of the Corporation, and in connection therewith to receive, acquire, hold, manage, and administer funds for such purposes under which this Corporation is organized.
- J. The aggregate number of shares, which the Corporation shall have authority to issue, is 1,000,000,000 shares in common for the par value of \$.01 per share and shall be fully paid and non-assessable.
- K. Annual Meetings: The Annual Meeting of the Corporation shall be held in January of each year. Written notices of the meeting shall be sent to each member of the Board of Directors ten (10) days in advance of the meeting.

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- L. Special Meetings: Special Meetings of the Corporation may be called by the President on the written request of seven (7) members of the Board of Directors of the Corporation. The purpose of the meeting shall be stated with the request and no business shall be transacted at a special meeting except that for which the meeting has been called. Notice of time, place, and purpose of each meeting of the Corporation shall be given at least two (2) days prior to such meeting unless a waiver of notice is obtained.
- M. Waiver Notice: Whenever any notice is required to be given to any Director, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the same time stated therein, shall be equivalent to the giving of such notice.
- N. Quorum: One-third (1/3) of the total membership of the Board of Directors of the Corporation shall constitute a quorum.
- O. Voting Procedures: Each member of the Board of Directors shall be entitled to one vote and all elections shall be a ballot.
- P. Number: The Board of Directors shall consist of not less than five (5) any more than twenty-five (25) members.

ARTICLE IV

ADDRESS

The location and mailing address of the initial registered office, and the name of the initial registered agent at such address is:

Adrian Morris
2983 Byington Court
Tallahassee, Florida 32303

Principle Place of Business same as Registered office.

ARTICLE V

DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors shall determine By-laws changes, elect officers of the Corporation, members of the Board of Directors, shall act on all matters which may properly come before it.

Section A: Duties-Officers

The President shall preside at all meetings of the Corporation, the Board of Directors and shall perform such other duties as may be assigned by the Board of Directors.

The Vice-President, in the case of absence or disability of the President, shall perform all the duties of the President. The Vice-President shall also perform all the duties of the President. The Vice-President shall also perform such other duties as may be assigned to him or her by the Board of Directors or the President.

The Recording Secretary shall keep records of all proceedings of the meetings of the Board of Directors and the Corporation. He/She shall keep an accurate record of attendance and proceedings of the Board of Directors and the Corporation. He/She will give all notices as are required by these By-Laws, and perform all duties incident to the Office of Secretary and such other duties as may be delegated by the Board of Directors.

The Treasurer shall have charge and custody of all fund of this Corporation, will deposit the funds as required by the Board of Directors, will keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, will render reports and accountings to the President and the Board of Directors, and will perform all duties as may be delegated by the Board of Directors.

The Treasurer shall be responsible for preparing the annual budget and presenting it to the Board of Directors at the Annual Meetings.

All officers shall surrender all records belonging to the Corporation to the newly elected officers within ten (10) days after the Annual Meeting.

Section B: Removal of Officers

Any Officer elected or appointed to office may be removed by the affirmative vote of two-thirds (2/3) of the Directors at any special meeting of the Board called for the purpose or at any regular meeting of the Board.

Section C: Provisions for the Regulation of the Internal Affairs of the Corporation are:

The management and control of said Corporation is hereby vested in its Board of Directors who are authorized to do and perform all acts incidental to the management of said Corporation.

Section D: The names and address of the persons who are to serve as Directors until the first Annual Meeting of Shareholders or until their successors are elected and shall qualify are:

**MO-RAL ENTERTAINMENT, INC.
BOARD OF DIRECTORS**

Michael Cork
2983 Byington Court
Tallahassee, Florida 32303

Aterrius Cunningham-moore
2983 Byington Court
Tallahassee, Florida 32303

Adrian M. Morris
2983 Byington Court
Tallahassee, Florida 32303

**ARTICLE VI
VACACANCIES**

Vacancies of any office shall be filled for the un-expired term by the Board of Directors at any special meeting of the Board called for that purpose or at any regular meeting of the Board.

**ARTICLE VII
FISCAL YEAR/BOOKS AND RECORDS**

The Fiscal year of the organization will be January 1st through December 31st.

The books and records or accounts of this Corporation shall be kept in accordance with sound accounting practices and the statute-governing corporations in Florida. The accounts shall be audited annually by a certified public accountant or licensed public accountant.

**ARTICLE VIII
AMENDMENTS OF BY-LAWS**

The power to alter/amend or repeal the by-laws or adopt by-laws shall be vested in the Board of Directors.

ARTICLE IX

This Corporation is non-discriminatory in its policies, procedures, and programs, and an equal opportunity employer.

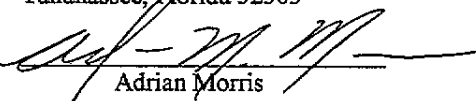
The name and address of the Incorporator of this Corporation and who has affixed his signature hereto is:

NAME:

Adrian Morris

ADDRESS:

2983 Byington Court
Tallahassee, Florida 32303


Adrian Morris

Witnesses:

THIS DOCUMENT PREPARED BY:

NAME _____

ADDRESS _____

TELEPHONE (____) _____

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, 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: Mo-Lal Entertainment, INC.

2. The name and address of the registered agent and office is:

Adrian M. Morris
(NAME)

2983 Byington Ct
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Tallahassee FL 32303
(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

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


(SIGNATURE)

5.13.02
(DATE)