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TRANSMITTAL LETTER

FILED  
MAY 31 PM 4:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

200005662802--5  
-05/31/02--01045--009  
\*\*\*\*157.50 \*\*\*\*78.75

SUBJECT: N.B. MORLEY ENTERTAINMENT TRAVEL INC  
(Proposed corporate name - must include suffix)

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

- \$70.00
- \$78.75
- \$122.50
- \$131.25

FROM: U.S.A INCOMETAX ORVILLE WALKER  
Name (printed or typed)

3600 SOUTH STATE ROAD #1 SUITE 1  
Address

MIRANAR FLORIDA 33023  
City, State & Zip

954-9679077  
Daytime Telephone number

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

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**CERTIFICATE OF INCORPORATION  
OF**

**N B MORLEY ENTERTAINMENT AND TRAVEL  
INC**

FILED  
02 MAY 31 PM 4: 23  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

We, the undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of an Act of the Legislature of the State of Florida approved June 1, 1925, and the acts amendatory thereto, do hereby subscribe to this Certificate of Incorporation.

**FIRST** : The name of the Corporation is :

**N B MORLEY ENTERTAINMENT AND TRAVEL INC**

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**ECOND** : The General nature of the business to be transacted by the Corporation is as follows :

To manufacture, purchase or otherwise acquire, and to own and MUSIC ENTERTAINMENT, pledge, sell, assign and transfer or otherwise dispose of, and to invent trade, deal in with goods , wares, merchandise and other personal and real property of every class and description whatsoever.

To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purposes of any of the said business or commonly supplied or dealt in by persons engaged in any such business, or which may be capable of being profitably dealt with in connection with any of the said business.

To guarantee, acquire by purchase, subscription or otherwise hold for investment, or otherwise sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of the State of Florida, or any other state or government, domestic or foreign; and while the owner of any such stocks, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes; to aid by loan, subsidy, guaranty or in any other manner whatsoever so far as the same may be permitted in the case of corporations organized under the laws of the State of Florida, any corporation whose stocks, bonds, securities or other obligations are or may be in any manner and at any time owned, held or guaranteed, and to do any and all other acts or things for the preservation, protection, improvement or enhancement in value of any such stocks, bonds, securities or other obligations; and to do all and any such acts or things designed to accomplish any such purpose.

To acquire, hold, own, dispose of and generally deal in grants, concessions, franchisees and contracts of every kind, to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.

To act as financial, business and purchasing agent for domestic and foreign corporations, individuals , partnership, associations, state governments and other bodies.

To acquire in any manner, utilize, enjoy, hold, sell, assign, lease, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names or pending applications therefor, relating to or useful in connection with any business of the corporation or any other corporation in which this corporation may have an interest as a stockholder or otherwise.

To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges and franchises, or for any other lawful purpose of its incorporation, to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time, for moneys borrowed or in payment for property acquired, or for any of the objects of the business of the corporation; to secure the same by mortgage or mortgages or deeds of trust, or pledge or other lien upon any or all the property acquired or to be acquired; and to confer upon the holders of any debentures, bonds or other evidences of indebtedness of the corporation, secured or unsecured, the right to convert the principal thereof into any preferred or common stock of the corporation, as now or hereafter authorized upon such terms and conditions as shall be fixed by the Board of Directors; to sell, to pledge, or otherwise dispose of any or all debentures or other bonds, notes and other obligations in such manner and upon such terms as the Board of Directors may deem judicious, subject, however, to the provisions of Article THIRD hereof.

To acquire by purchase, subscription or otherwise, and to own, hold, sell, vote and handle shares of stock in other corporations.

To have one or more officers conduct its business and promote the objects within and without the State of Florida, in other states, the district of Columbia, the territories, possessions and dependencies of the United States, and in foreign countries, without restrictions as to place or amount.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attainment of any of the objects, or the furtherance of any of the powers enumerated in this Certificate of Incorporation or any amendment hereof, necessary or incidental to the protection and benefit of the corporation, as principal agent, director, trustee or otherwise; and, in general, either alone or in associations with other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objects, of the corporation, whether or not such business is similar in nature to the purposes and objects as set forth in this Certificate of Incorporation or any amendment hereof.

The following paragraphs shall be constructed and enumerated both as objects and the powers of the corporation, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation.

**THIRD** : The amount of the total authorized capital stock of the corporation shall be 500 shares at \$1.00 dollar (s) per value. The whole or any part of the capital stock of the corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation to be fixed by the Directors. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the Directors.

**FOURTH** : The amount of capital with which the corporation shall begin business shall be not less than **Five Hundred Dollars (\$500.00)**

**FIFTH** : The corporation shall have perpetual existence.

**SIXTH** : The address, County and State in which the principal offices of the corporation are to be located are :

**17600 NW 5 AVE #611 MIAMI FL 33169**

**SEVENTH** : The Board of Directors shall consist of not less than one (1) nor more than five (5) Directors.

**EIGHTH** : The names and post office addresses of the first Board of Directors who, subject to the provisions of this Certificate of Incorporation, the By-laws, and Act of the Legislature approved June 1, 1925 and the acts amendatory thereto, shall hold office for the first year of the corporation's existence or until their successors are elected and shall have qualified, are the following:

<u>NAME</u>	<u>ADDRESS</u>
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NATHAN MORLEY PRESIDENT	17600 NW 5 AVE # 611 MIAMI FL 33169
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**NINTH** : The names and addresses of the initial subscribers to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
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<u>NATHAN MORLEY</u>	<u>17600 NW 5 AVE # 611 MIAMI FL 33169</u>
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**TENTH** : The initial registered office of this corporation shall be located at :

**17600 NW 5 AVE MIAMI FL 33169**

**ELEVENTH** : The incorporator of the corporation shall be :

**NATHAN MORLEY  
(PRESIDENT)**

X *Nathan Morley*

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

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-That N.B MORLEY ENTERTAINMENT AND TRAVEL INC  
(Name of Corporation)  
desiring to organize under the laws of the State of FLORIDA  
(Florida)  
with its principal office, as indicated in the articles of  
incorporation at City of MIAMA County  
of DADE, State of FLORIDA  
(County) (State)  
has named NATHAN MORLEY  
(Name of Resident Agent)  
located at 17600 NW S AVE # 611 MIAMI FL 33169  
(Street address and number of building,  
Post Office Box address not acceptable)  
City of MIAMI, County of DADE  
(City) (County)  
State of Florida, as its agent to accept service of process within  
this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated 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.

By X Nathan Morley  
Signature  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA