

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (950) 205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FILED
02 MAY 31 PM 4:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FLORIDA PROFTT CORPORATION OR P.A.

SHOWDOWN RECORDS, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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ARTICLES OF INCORPORATION
OF
SHOWDOWN RECORDS, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator(s), for the purpose forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be: SHOWDOWN RECORDS, INC.

The principal place of business of this corporation shall be: 1885 NE 149 St, Ste#C, North Miami, Fl 33181.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 100 shares @ \$1.00 par value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

LANCE H. NOEL
1885 NE 149th St, Ste#C
North Miami, Fl 33181.

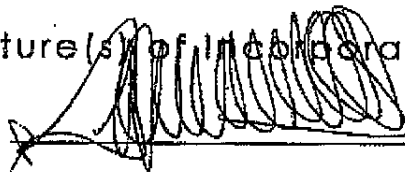
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

ANDREW CARR
1885 NE 149th St, Ste 1C
North Miami, FL 33181.

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this, 30th day of May, 2002.

Signature(s) of Incorporator(s)



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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:

SHOWDOWN RECORDS, INC.

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

ANDREW CARR

1885 NE 149th St, Suite 101

(P.O. BOX NOT ACCEPTABLE)

North Miami, FL 33181.

(CITY/STATE/ZIP)

SIGNATURE 

TITLE _____

DATE 5-31-02

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE 

DATE 5-31-02

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