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02 JUN -3 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICES
FOWLER WHITE BURNETT
ALHAMBRA WEST, SUITE 505
95 MERRICK WAY
CORAL GABLES, FLORIDA 33134

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #) 600005666026--3
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- ☐ Walk in ☐ Pick up time ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

DB 6/4 ✓

ARTICLES OF INCORPORATION

OF

BACKBEAT ENTERTAINMENT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be **Backbeat Entertainment, Inc.** (the "Corporation")

ARTICLE II

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The Corporation may engage in any activity or business permitted under the laws of the State of Florida. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any time is 10,000 shares. The shares shall have no par value. Only one class of shares of stock, common stock having full voting rights, is hereby created.

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every stockholder of this corporation shall have the pre-emptive right to purchase his pro rata share thereof at the price which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE V

The street address and mailing address of the initial principal office of the corporation shall be **12864 Biscayne Blvd., #337, N. Miami, Florida 33181.**

ARTICLE VI

The initial office of the registered agent of this corporation shall be at **95 Merrick Way, Suite 505, Coral Gables, Florida 33134**. The initial registered agent at that address shall be **Ronald L. Roth, Esq.**

ARTICLE VII

This corporation shall have at least one (1) director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VIII

The names and addresses of the director(s) of the corporation, who shall hold office until his/her successors are duly elected and qualified, or until his/her earlier resignation shall be:

Steven A. Speelman	Lilia A. Speelman	Steven A. Speelman
President	Vice-President	Treasurer
12864 Biscayne Blvd.	12864 Biscayne Blvd.	12864 Biscayne Blvd.
N. Miami, FL 33181	N. Miami, FL 33181	N. Miami, FL 33181

ARTICLE IX

The name and address of the Incorporator is:

Ronald L. Roth, Esq.
FOWLER, WHITE, BURNETT, P.A.
95 Merrick Way, Suite 505
Miami, Florida 33134

ARTICLE X

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or who is so interested.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 31 day of May, 2002.

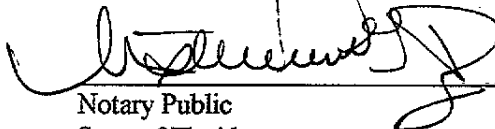


Incorporator
Ronald L. Roth, Esq.
FOWLER WHITE BURNETT, P.A.

STATE OF FLORIDA)
) ss.
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared RONALD L. ROTH, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 31 day of May 2002.



Notary Public
State of Florida

My Commission Expires: **ASTRID G PAEZ**
State of Florida
Comm. Exp: 08/24/07
ID#: 00754057

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

In compliance with the laws of Florida, the following is submitted:

First, that Backbeat Entertainment, Inc., desiring to organize under the laws of the State of Florida, has named Ronald L. Roth, State of Florida, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of Section 607.0501 Florida Statutes.



RONALD L. ROTH
Registered Agent

DATED this 31 day of May, 2002.

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TALLAHASSEE, FLORIDA