

**Electronic Articles of Incorporation
For**

P02000068570
FILED
June 21, 2002
Sec. Of State

STRICTLY R&B RECORDS, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

STRICTLY R&B RECORDS, INC.

Article II

The principal place of business address:

246 NW 183RD STREET
MIAMI, FL. 33169

The mailing address of the corporation is:

17940 NW 16TH AVENUE
MIAMI, FL. 33169

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

100

Article V

The name and Florida street address of the registered agent is:

RAMONA MILLINER
17940 NW 16TH AVENUE
MIAMI, FL. 33169

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: RAMONA MILLINER

Article VI

The name and address of the incorporator is:

RAMONA MILLINER
17940 NW 16TH AVENUE
MIAMI, FLORIDA 33169

Incorporator Signature: RAMONA MILLINER

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
FITZROY A MILLINER
17940 NW 16TH AVENUE
MIAMI, FL. 33169

Title: VP
RAMONA MILLINER
17940 NW 16TH AVENUE
MIAMI, FL. 33169

Title: D
CHARLES TYNES
PO BOX 33269
MIAMI, FL. 33269

Article VIII

The effective date for this corporation shall be:

06/20/2002