

PO2 0000 771 72

NAME: LARRY D. CORNELIUS, JR

ADDRESS: 46 SW 4TH AVE, STE 2

DANIA BEACH, FL 33004

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 2, 2002

LARRY D. CORNELIUS, JR
46 SW 47TH AVE, STE 2
DANIA BEACH, FL 33004

SUBJECT: LOCKEDOWN ENTERTAINMENT, INC.
Ref. Number: W02000019133

We have received your document for LOCKEDOWN ENTERTAINMENT, INC.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$78.75. Your document will be retained in our pending file.

If you have any further questions concerning your document, please call (850) 245-6919.

Beth Register
Corporate Specialist Supervisor
New Filings Section

Letter Number: 802A00041735

ARTICLES OF INCORPORATION OF LOCKEDOWN ENTERTAINMENT, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation.

**ARTICLE ONE
NAME**

The name of the corporation is Lockedown Entertainment, Inc.

**ARTICLE TWO
PRINCIPAL OFFICE**

The street address of the initial principal office of the corporation is 46 SW 4th Avenue, Ste. 2, Dania Beach, Florida 33004.

**ARTICLE THREE
MAILING ADDRESS**

The initial mailing address of the corporation is 46 SW 4th Avenue, Ste. 2, Dania Beach, Florida 33004.

**ARTICLE FOUR
CORPORATE DURATION**

The duration of the corporation is perpetual.

**ARTICLE FIVE
PURPOSE OF PURPOSES**

The general purposes for which the corporation is organized are:

1. To engage in the business of providing managerial and consultative services to entertainers and musicians.
2. To engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the preceding business.
3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

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**ARTICLE SIX
CAPITALIZATION**

The aggregate number of shares, which the corporation is authorized to issue, is one thousand. Such shares shall be of a single class, and shall have a par value of \$0.01 cents.

**ARTICLE SEVEN
CAPITAL STRUCTURE**

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than 75 persons. Stock will be issued and transferred only to (i) natural persons, (ii) estates, or (iii) a trust defined in Section 1361 (c) (2) (or its successor section) of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a nonresident alien.

**ARTICLE EIGHT
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 46 SW 4th Avenue, Ste. 2, Dania Beach, Florida 33004 and the name of its initial registered agent at such address is Larry D. Cornelius, Jr.

**ARTICLE NINE
INCORPORATORS**

The name and address of the incorporator(s) is:

Name:

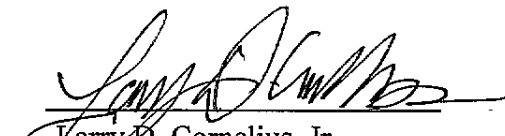
Address:

Larry D. Cornelius, Jr.

46 SW 4th Avenue, Ste. 2
Dania Beach, Florida 33004
6 NW 6th Avenue
Dania Beach, Florida 33004

Christopher Sweeting

Executed by the undersigned at 346 SW 4th Avenue, Ste. 2 Dania Beach, Florida 33004.


Larry D. Cornelius, Jr.
Signing as Incorporator

6-28-02
Date

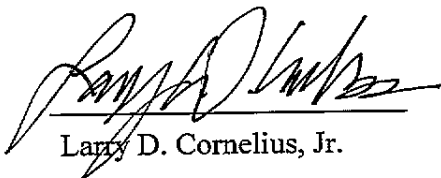
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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 Lockedown Entertainment, Inc.
2. The name and address of the registered agent and office is:

Larry D. Cornelius, Jr.
46 SW 4th Avenue, Ste. 2
Dania Beach, Florida 33004

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.


Larry D. Cornelius, Jr.

6-28-02
Date

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL

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TALLAHASSEE, FLORIDA