



THE LAW OFFICE OF
KEVIN F. JURSKINSKI, P.A.

Business, Sports And Entertainment Law

Florida Board Certified Real Estate Attorney

PD20000083165

July 29, 2002

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-07/31/02--01027--021
****122.50 *****78.75

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

RE: ROOTED, INC.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 JUL 31 AM 9:05

Dear Sirs:

Enclosed please find Articles of Incorporation and a Certificate Designating Registered Agent for the above corporation.

We respectfully request that these articles be filed. We have enclosed our check in the amount of \$122.50 for the filing fees and return of a certified copy of the Articles of Incorporation to the undersigned.

Should you have any questions, please do not hesitate to contact my office. Thank you for your assistance in this matter.

Respectfully,

KEVIN F. JURSKINSKI

KFJ/lh

Enclosure

cc: James Felix

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

02 JUL 31 AM 9:05

OF

ROOTED, INC.

ARTICLE ONE

The name of this corporation is ROOTED, INC. and the mailing address of the corporation shall be 2350 Linhart Avenue, Fort Myers, FL 33901.

ARTICLE TWO

The date of the commencement of corporate existence of the corporation shall be the date these Articles are executed.

ARTICLE THREE

The duration of the corporation is perpetual.

ARTICLE FOUR

The general purposes for which the corporation is organized are:

1. To engage in the business of producing and distributing music recordings and other related entertainment services.
2. To transact any other lawful business for which corporation may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FIVE

The aggregate number of shares which the corporation is authorized to issue is 1,000. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00).

ARTICLE SIX

The street address of the initial registered office of the corporation is Law Office of Kevin F. Jursinski, P.A., 2222 Second Street, Fort Myers, FL 33901, and the name of the initial registered agent is Kevin F. Jursinski.

ARTICLE SEVEN

The number of Directors constituting the initial Board of Directors of the Corporation is one (1). The name and address of the persons who are to serve as directors of the initial Board of Directors of the Corporation until the first election or until their duly elected successor is qualified and installed is:

James Felix
2350 Linhart Avenue
Fort Myers, FL 33901

ARTICLE EIGHT

The name and address of each incorporator is:

James Felix
2350 Linhart Avenue
Fort Myers, FL 33901

ARTICLE NINE

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE TEN

Any one or more members of the Board of Directors of the corporation may participate in a meeting of such board by means of a conference telephone or similar communication equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

EXECUTED by the undersigned in Lee County, Florida, this 7/26 day of 2002.

JAMES FELIX

STATE OF FLORIDA

SS:

COUNTY OF LEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgements, personally appeared JAMES FELIX, who is personally known to me (or who has produced his _____) and who executed the foregoing instrument and who did take an oath.

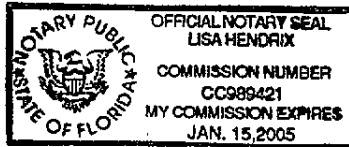
WITNESS my hand and official seal in the County and State last aforesaid this 26th day of _____, 2002.

Lisa Hendrix
NOTARY PUBLIC

NOTARY PUBLIC
Lisa Hendrix
(Typed/printed name) 2120

Notary Commission No.: CC984421

My Commission Expires: 1-15-05



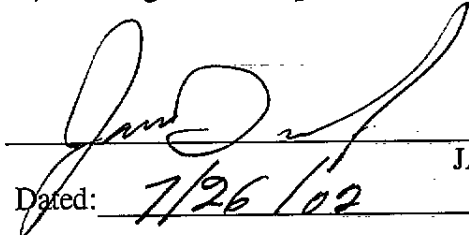
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**


In compliance with Section 48.091, Florida Statutes, the following is submitted:

First - that ROOTED, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Fort Myers, State of Florida, has named KEVIN F. JURSKINSKI of Fort Myers, Florida, as its agent to accept service of process within Florida.



JAMES FELIX
Dated: 7/26/02

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.



Kevin F. Jursinski
7/26/02

Date