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HOLLY COHEN, P.A.
ATTORNEY AT LAW
SKYLAKE PROFESSIONAL BUILDING
1380 MIAMI GARDENS DRIVE, SUITE 255
NORTH MIAMI BEACH, FLORIDA 33179
Telephone: (305)945-9449 Facsimile: (305)945-9668
E-Mail: Holly@Dialisdn.com

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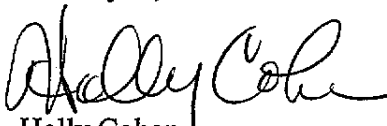
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SUBJECT: One Nation of Billions, Inc.

To Whom It May Concern:

Enclosed please find an original and one copy of the articles of incorporation and a check in the amount of seventy eight dollars and seventy five cents (\$78.75) for Filing Fee and Certificate of Status.

Thank you,



Holly Cohen,
Attorney at Law

FILED
2002 AUG -6 PM 1:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

✓
8/7/02

EFFECTIVE DATE

8/12/02

ARTICLES OF INCORPORATION

OF

ONE NATION OF BILLIONS, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator to these Articles of Incorporation, all of whom are duly licensed and competent to contract for performing, writing, producing, signing, recording, releasing, marketing, promoting and distributing music, hereby forms a corporation for profit pursuant to the provisions of the Florida Business Corporation Act and other laws of the State of Florida.

ARTICLE I

Name

The name of this corporation is: **ONE NATION OF BILLIONS, INC.**

ARTICLE II

Existence

The corporation's existence shall commence on August 12, 2002.

ARTICLE III

Nature of Corporate Business and Powers

The general nature of the business to be transacted by this Corporation shall be:

A. To engage in every aspect and phase of the music Industry, including performing, writing, producing and recording of musical acts by means of audio, video and all other mediums, and signing, releasing, marketing, promoting and distributing various groups and other talent, and all related services authorized to render .

B. To invest and reinvest the funds of this corporation in real estate, mortgages, stocks, bonds of any other type of investments within the meaning of Chapter 621.08, Florida Statutes, and to acquire and own real and personal property necessary for the rendering of professional services.

C. To do each and every thing necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or amendment thereof, necessary or incidental to the protection and benefit of this corporation; and, in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuits necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation.

D. To conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be amended from time to time.

ARTICLE IV

Authorized Capital

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 (100) shares of common stock having a par value of five (\$5.00) Dollar per share.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

ARTICLE V

Term of Existence

This corporation shall have perpetual existence.

ARTICLE VI

Registered Agent and Initial Registered Office

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

KHWAN MICKENS
2423 N. W. 95th Street
Miami, Fl 33147

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VII

Board of Directors

This Corporation shall have one (2) director(s) initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII

Initial Directors

The name of the initial directors of this Corporation and their street address is:

PRESIDENT: Khwan Mickens 2423 N. W. 95th Street, Miami, Florida 33147
VICE PRESIDENT AND SECRETARY: Janeka Brown
TREASURER: Ronald Malik

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX

Principal Office

The principal office of the corporation is as follows:

2423 N. W. 95th Street
Miami, Florida 33147

ARTICLE X

Incorporator

The name and street address of the person signing these Articles of Incorporation as the

Incorporator is:

Khwan Mickens
2423 N. W. 95th Street
Miami, FL 33147

ARTICLE XI

Conflict of Interest

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE XII

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement

manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the _____ day of _____, 2002.

Khwan Mickens
KHWAN MICKENS

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

Pursuant to the provisions of Section 607.0501, Florida Statutes, the following is submitted, in compliance with said Statutes:

That ONE NATION OF BILLIONS, INC. is desiring to organize under the laws of the State of Florida, with its registered office at: 2423 N. W. 95th Street, Miami, FL, 33147 and has named KHWAN MICKENS, 2423 N. W. 95th Street, Miami, FL, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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.

Khwan Mickens
KHWAN MICKENS

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