

TRANSMITTAL LETTER

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

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-08/08/02--01023--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: MAINSTREAM RECORDS INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 Filing Fee  
☐ \$78.75 Filing Fee & Certificate of Status

☒ \$78.75 Filing Fee & Certified Copy  
☐ \$87.50 Filing Fee, Certified Copy & Certificate of Status  
ADDITIONAL COPY REQUIRED

FROM: GLENN O. WELLS  
Name (Printed or typed)

1031 IVES DAIRY RD # 228  
Address

MIAMI FL 33179  
City, State & Zip

(305) 654-9020  
Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 AUG - 8 PM 12:30

FILED

See 8/8

ARTICLES OF INCORPORATION  
OF  
MAINSTREAM RECORDS, INC.

FILED  
02 AUG -8 PM 12:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate together for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liabilities, rights, privileges and immunities of corporations.

ARTICLE I

The name of the Corporation shall be:

MAINSTREAM RECORDS, INC.

ARTICLE II

The principal place of business and mailing address of this Corporation shall be:

6306 Pembroke Rd.  
Miramar, Florida 33023

ARTICLE III

To engage in every aspect and phase of each and every lawful business or operation permitted by the Laws of the State of Florida including by not limited to the right and power to manufacture, build, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that is not to conduct banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

The corporation may engage and transact business of a real estate broker or agent, and in behalf or others to: buy; sell; deal in lease; rent and manage real estate and any interest therein.

The foregoing shall be construed as independent businesses, and the enumeration of any specific business shall not restrict any other business of the corporation.

In general, to carry on any other lawful business whatsoever in connection with the foregoing, which is calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its' properties.

Any meeting of the stockholders or directors may be held within or without the State of Florida, as such place as the by-laws of the corporation may designate.

The corporation may keep the books of the company outside of the State of Florida, except as may otherwise be provided by law.

The corporation shall have full power and authority to enter into contracts or arrangements with any governmental authority, national, state or municipal, local or otherwise conducive to any of the purposes of this corporation.

Subject to the provisions of law, the company may purchase of otherwise acquire, hold and re-issue the shares of its' capital stock.

The company may make by-laws not inconsistent with the Constitution of Laws of the United States, or of this state, or with these Articles of Incorporation.

It shall have full power and lawful authority to issue, execute, assign and endorse notes, mortgages, bonds and all other negotiable papers; to hold, buy and sell stock of other corporations; to secure any indebtedness due it in the same manner common to natural persons. It shall have the full power to loan money and to secure the payment thereof by accepting mortgages, personal endorsements or assignments, of personal property or other security. It may sue or be sued, contract of be contracted with, and do any and all other acts necessary and incidental to the powers herein specifically designated.

The stockholders shall have the power, either in the by-laws of the corporation or by contractual agreement between themselves, to make any provision for cumulative voting and to make any limitations upon the sale, assignment, transfer, pledge, hypothecation or other disposition of the stock of the corporation, as to the stockholders of the corporation shall be necessary and/or proper, for the best interests of the corporation.

The stockholders shall have the power to manage the business of the corporation rather than the Board of Directors.

The Board of Directors may designate any officer of the corporation to engage in the sale of its own properties.

#### ARTICLE IV

The maximum number of shares of stock this Corporation is authorized to have outstanding at any time shall be 1,000 shares of Common Stock at .50 Dollars par value, which shall be designated "Common Stock".

#### ARTICLE V

This Corporation shall exist perpetually.

#### ARTICLE VI

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price as which it is offered to others.

#### ARTICLE VII

The street address of the initial registered office of this corporation is 5085 SW 130th Ter., Miramar, Florida 33027, and the name of the initial registered agent of this corporation at that address is Prudence Jones.

#### ARTICLE VIII

This corporation shall have 2 director initially. The number of directors may be either increased or diminished from time to time but shall never be less than one (1) Director. The names and addresses of the initial directors of this corporation are:

Prudence Jones  
5085 SW 130<sup>th</sup> Ter.  
Miramar, Florida 33027

Vernon Graves  
6306 Pembroke Rd.  
Miramar, Florida 33023

#### ARTICLE IX

Payment in full for said stock has been paid into the treasury of the corporation.

## ARTICLE X

In furtherance and not in limitation of the powers conferred by the Laws of the State of Florida, the Board of Directors is hereby especially authorized:

- a) To make and alter the by-laws at pleasure
- b) To fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages and liens upon the property and franchises of this corporation.

## ARTICLE XI

The name and address of each subscriber of these Articles of Incorporation are:

Prudence Jones  
5085 SW 130<sup>th</sup> Ter.  
Miramar, Florida 33027

Vernon Graves  
6306 Pembroke Rd.  
Miramar, Florida 33023

## ARTICLE XII


Cumulative voting may be permitted by the terms of the by-laws.

## ARTICLE XIII

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

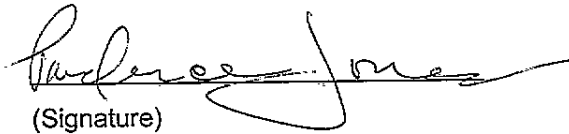
IN WITNESS WHEREOF, we have hereunto set our hands this 29th day of July, 2002.

  
(Signature)

  
(Signature)

CERTIFICATE OF DESIGNATION/ REGISTERED AGENT

I, Prudence Jones, having been named to accept service of process for Mainstream Record, Inc., at the place designated in the certificate, accept the office of Registered Agent, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes. I am located at 5085 NW 130<sup>th</sup> Ter., Miramar, Florida 33027

  
(Signature)

**FILED**  
02 AUG -8 PM 12:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA