

P02000094023

Morning Star Recording Studio

457 barracuda Blvd.
Key Largo, Fl. 33037

August 5, 2002

700007163357--5
-08/16/02--01033--013
*****78.75 *****78.75

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

RE: Articles of Incorporation

Dear Sirs:

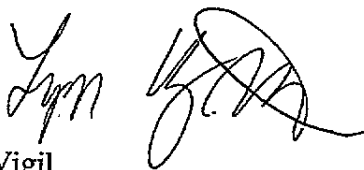
Enclosed is a check for the filing of Articles of Incorporation for "Morning Star Recording Studio", check # 27 for \$ 78.75, which includes filing fee.

Please send certified copy of the Articles to our new address, as follows:

Morning Star Recording Studio
457 barracuda blvd,
Key Largo, Fl. 33037

Thank you for your consideration and attention.

Sincerely,



Lazaro R. Vigil

505-509-2557-611
W02-23954

FILED
2002 AUG 29 PM 2:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

8/29/02



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

FILED

2002 AUG 29 PM 2:14

SECRETARY OF STATE
TALLAHASSEE FLORIDA

August 19, 2002

MORNING STAR RECORDING STUDIO
457 BARRACUDA BOULEVARD
KEY LARGO, FL 33037

SUBJECT: MORNING STAR RECORDING STUDIO
Ref. Number: W02000023954

We have received your document for MORNING STAR RECORDING STUDIO and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The name of the entity must be identical throughout the document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 002A00048735

**ARTICLES OF INCORPORATION
OF
MORNING STAR RECORDING STUDIO INC.**

FILED
2002 AUG 29 PM 2:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the Corporation shall be:

MORNING STAR RECORDING STUDIO INC.

And the street address is:

457 Barracuda Blvd
Key Largo, Fl. 33037

**ARTICLE II
PURPOSE**

The purpose for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

- (a) To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
- (b) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE III **CAPITAL STOCK**

The maximum number of shares that this corporation is to have outstanding at any one time is 1,000 shares of common stock, having a nominal or par value of \$1.00 per share. The Consideration to be paid for each share shall be fixed by the Board of Directors but in no event shall be less than ten cents per share or its equivalent.

ARTICLE IV **TERM**

This corporation shall commence on the date of filing.

ARTICLE V **REGISTERED AGENT AND REGISTERED OFFICE**

The registered agent for this corporation shall be Lazaro R. Vigil and the registered office shall be located at 457 Barracuda Blvd . Key Largo, Fl. 33037 or such other place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with the law.

ARTICLE VI **DIRECTORS**

This corporation shall not have less than one (1) nor more than nine (9) as set forth in the By-Laws. The name and address of the first Board of Directors of this corporation who, subject to these Articles of Incorporation, By-Laws of this corporation and the laws of the State of Florida, shall hold office until his successors have been elected and qualified is:

NAME

Lazaro R. Vigil

ADDRESS

457 Barracuda Blvd.
Key Largo, FL 33037

ARTICLE VII
SUBSCRIBER

The name and street address of the subscriber to these Articles of
Incorporation is: Lazaro R. Vigil 457 Barracuda Blvd . Key Largo , Fl 33037

ARTICLE VIII
SPECIAL PROVISION

Any action by the Board of Directors of this corporation which is within their power taken at a meeting of such directors shall be for all intents and purposes whether or not lawful notice of said meeting shall have been given to all directors as required by law or by the By-Laws of this corporation, if at any time prior to, during or subsequent to such meeting, all directors shall execute a waiver of notice of such meeting in writing and providing a majority of the directors shall have approved or approved the action taken at such meeting.

When not prohibited by law, any action by the shareholders of this corporation which is within their power taken at a meeting of such shareholders shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all shareholders as required by law of in the By-Laws of this corporation. If at any time prior to, during or subsequent to such meeting, all shareholders shall execute a waiver of notice of such meeting in writing and providing a majority of the shareholders shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action by the shareholders of this corporation may be taken without a meeting if consent in writing, setting fourth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the shareholders and may be stated as such in any certificate or document filed with the Department of State of the State of Florida or any other governmental agency of any state, county or nation or with any private organization, corporation, person or persons.

Nothing in this Article shall be construed to allow any action of the Board of Directors to be approved by less than a majority of said directors to be approved by less than a majority of said directors, or wherever a greater vote is required by law or in the By-Laws, by that vote.

Nothing in this Article shall be construed to allow any action of the shareholders to be approved by less than a majority of said shareholders, or wherever a greater vote is required by law or in the By-Laws, by that vote.

ARTICLE IX

INSPECTION OF BOOKS AND RECORDS

The corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no shareholder shall have any right

of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the Board of Directors.

ARTICLE X

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director at the time such expenses are incurred. The forgoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE XI

TELEPHONE MEETING AUTHORIZED

Members of the Board of Directors or of any Executive Committee designated by the Board of Directors in accordance with law shall be deemed present at any meeting of the Board of Directors or Executive Committee, as the case may be, if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by all persons is used.

ARTICLE XII

AMENDMENTS

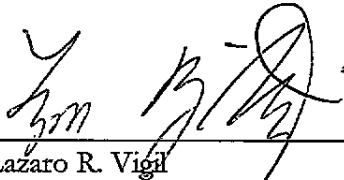
These Articles of Incorporation may be amended in the manner and with the

vote provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami,
Dade County, Florida this 23rd day of August, 2002.

ARTICLE XII - B
QUOTATION

Let it be known this day and forward that everything that Lazaro R. Vigil
sets his hand to, so will it prosper according to the scripture in Genesis 39:3.



Lazaro R. Vigil

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME., the undersigned authority, this day personally appeared .Lazaro
R. Vigil to me well known and known to me to be the individual described in
and who executed the foregoing Articles of Incorporation of Morning Star Recording
Studio Inc. and that he acknowledged before me that she signed and executed
the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in Miami,
Miami-Dade County, Florida this 23rd day of August, 2002.



Notary Public State of Florida

My Commission Expires: 2003



Belkys Garcia
MY COMMISSION # CC831519 EXPIRES
April 29, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

**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:

Morning Star Recording Studio INC.

2. The name and address of the registered agent and office is:

LAZARO R. VIGIL.

(Name)

457 BARRACUDA Blvd.

(P.O. Box NOT acceptable)

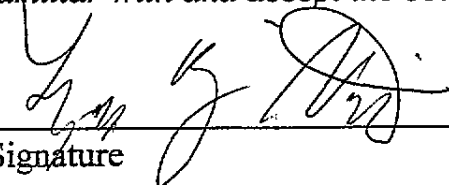
Key Largo FL. 33037

(City/State/Zip)

2002 AUG 29 PM 2:14
CLERK OF STATE
TALLAHASSEE FLORIDA

FILED

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.



Signature

8-23-02

Date