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✓ G. H.

* JOHN F. MCGUIRE, ESQ.
ELYSE M. MCGUIRE, ESQ.
**JOHN A. SMITTEN, ESQ.
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December 3, 2002

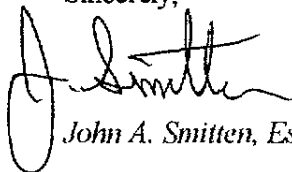
State of Florida Dept. of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Urban Groove Promotions, Inc.

To Whom It May Concern:

Enclosed please find my client's articles of incorporation and filing fee of \$78.75. Please return a certified copy of the articles, using the enclosed envelope. Thank You.

Sincerely,



John A. Smitten, Esq.

JAS/mh

Enc.

**ARTICLES OF INCORPORATION
OF
URBAN GROOVE PROMOTIONS, INC.**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

URBAN GROOVE PROMOTIONS, INC.

The principal place of business of this corporation shall be 14835 49th Street North, Clearwater, Florida 33778.

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ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 14835 49th Street North, Clearwater, Florida 33778. and the name of the initial registered agent of the corporation at that address is Freddie Dixon, Jr.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

The number of directors constituting the initial Board of Directors shall be three, and the names and addresses of the persons who are to serve as members are as follows:

- | | |
|------------------------------|--|
| (1) Freddie Dixon, Jr. | 14835 49 th Street North, Clearwater, Florida
33778. |
| (2) Nathaniel Mickey Gillium | P.O. Box 865, Clearwater, FL 33757 |
| (3) Lawrence A. Hires | 9204 Mill Circle, Tampa, FL 33647 |

ARTICLE VIII. INCORPORATORS

The name and street address of the incorporators to these Articles of Incorporation are:

- | | |
|-------------------------------|--|
| (1) <u>Freddie</u> Dixon, Jr. | 14835 49 th Street North, Clearwater, Florida
33778. |
| (2) Nathaniel Mickey Gillium | |
| (3) Lawrence A. Hires | |

IN WITNESS WHEREOF, we, the undersigned incorporators and authorized agents of *URBAN GROOVE PROMOTIONS, INC.*, hereunto set our hand and seal on this 20 day of November, 2002.

By: 
Freddie Dixon, Jr.

By: 
Nathaniel Mickey Gillium

By: 
Lawrence A. Hires

DESIGNATION OF REGISTERED AGENT AND ACCEPTANCE

The initial Registered Agent is Freddie Dixon, Jr., 14835 49th Street North, Clearwater, Florida 33778. By his signature below, he hereby accepts.


Freddie Dixon, Jr.

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me on November 20, 2000 by Freddie Dixon, Jr., Nathaniel Mickey Gillium, and Lawrence A. Hires who are personally known to me or produced FL DR LC # B450636-54-1690 as identification.

-- FL DR LC # H620-521-54-282-0
FL DR LC # D250-357-71-081-0


Signature and Seal of Notary Public



Ana Maria Parthenis
Commission # CC 794083
Expires NOV. 30, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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