

PD3000011987

(Requestor's Name)

G. REDWOOD

4240 NW 21ST STREET #139

LAUDERHILL, FL 33313

(City/State/Zip/Phone #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
-OF-
REDZONE MUZIC, CORP.

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FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

THE UNDERSIGNED, in order to form a corporation for the purpose hereinafter stated, under and pursuant to the provisions of an act of the legislature of the State of Florida, passed as Chapter 607, Laws of Florida, effective January 1, 1976, do hereby subscribe to these Articles of incorporation.

ARTICLE 1

The name of the corporation is : REDZONE MUZIC, CORP.

ARTICLE 2

To engage in every aspect and phase of the business of : RECORDING STUDIO, ARTIST MANAGEMENT, DISTRIBUTION, AND ANY OTHER BUSINESS IN ENTERTAINMENT INDUSTRY. _

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, 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.

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

To do all and everything necessary, suitable, and proper for the accomplishment of the purpose or the attainment of any of the objects or furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, trust, firms, or individuals and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which the corporation is organized.

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 enhance the value of its stocks.

Any meeting of the stockholders or directors may be held within or out of the State of Florida, at such place as the By -Laws of the Board of Directors may designate.

The corporation may keep the books of the corporation 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 purpose of this corporation.

Subject to the provisions of law, the corporation may purchase or otherwise acquire, hold and re-issue the shares of it's capital stock.

The corporation may make by-laws not inconsistent with the constitution of Laws if 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 or be contracted with, and do any and all other acts necessary and incidental to the powers herein specifically designated.

ARTICLE 3

The maximum number of shares of stocks which this corporation is authorized to have outstanding at any time shall be 100 shares, having no par value each. All of aforementioned stock is to be issued as fully paid for and as exempt from assessment. The capital stock may be paid for in property, labor or services at just valuations, to be fixed by the incorporator, or by the directors at a meeting called for such purpose, or at the organization meeting.

Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by directors of the corporation. Stock in other corporations on going business may be purchased by the corporation in return for issuance of the capital stock, and said purchase shall be on such basis and for such consideration and the issuance of so much of the capital stock as the directors of the company may decide.

ARTICLE 4

The amount of capital with which the corporation may begin business will be not less than One Hundred Dollars and no cents (\$100.00).

ARTICLE 5

The corporation is to have perpetual existence.

ARTICLE 6

The City and County in which the principal office of the corporation is to be located is:

4240 NW 21 STREET, SUITE 139
LAUDERHILL, FL 33313
Broward County

ARTICLE 7

The Board of Directors shall consist of not fewer than One (1) Director, the number of which may be either increased or diminished from time to time by the By - Laws.

ARTICLE 8

The name and post office address of the initial Directors of the first Board of Directors who, subject to the provisions of these Articles of Incorporation and of the Corporation's By - Laws, shall hold office for the first year of the corporation's existence or until successors are elected and shall have qualified is:

Garth Redwood, 4240 NW 19 Street, Suite 139, Lauderhill, FL 33313 Pres/Director

ARTICLE 9

The name and post office address each subscriber is:

Name

Address

Garth Redwood, 4240 NW 21 Street, Suite 139, Lauderhill, FL 33313

ARTICLE 10

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, including auto leases and purchases.
- c. Cumulative voting may be permitted by the terms of the By-Laws.

IN WITNESS WHEREOF, all parties hereto have hereunto set their hands and seal this 14th day of JANUARY, 2003.

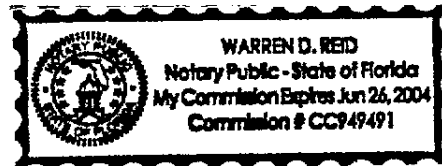
Garth Redwood (Seal)

Warren D. Reid (Seal)

STATE OF FLORIDA)

SS :

COUNTY OF DADE)



Before Me, the undersigned authority, on this day personally appeared

GARTH REDWOOD

All parties to the foregoing Articles of Incorporation, Known to be such, and upon oath simultaneously acknowledged the above Articles of Incorporation to be the act and deed of the signer, and that the facts therein stated are truly set forth.

ID Provided FL DRIVER LIC# R330-28169-467-0

WITNESS my hand and official seal at LAUDERHILL, FL

County, Florida, this 14 day of JAN., 2003

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

Garth Redwood

In pursuance of chapter 48.091, Florida Statute, the following is submitted, in compliance with said act:

First that REDZONE MUZIC, CORP.

Desiring to organize under the laws of the State of Florida with it's principle office, as indicated in the articles of Incorporation of city of Ft. Lauderdale, County of Broward.

State of Florida has named: GARTH REDWOOD

Located at: 4240 NW 21 Street, Suite 139

City of: LAUDERHILL, FL. 33313, County of BROWARD

State of Florida, as it's agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Resident agent

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