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(Requestor's Name)

Jackson-Holmes Law Office  
10735 N.W. 7th Avenue  
Miami, Florida 33168

(City/State/Zip/Phone #)

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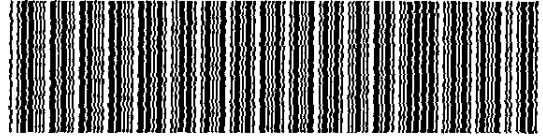
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
03 MAY 23 PM 5:17

**ARTICLES OF INCORPORATION**  
**OF**  
**TRUTH MUSIC, CORP.**

FILED STATE  
SECRETARY OF FLORIDA  
TALLAHASSEE, FLORIDA  
03 MAY 23 PM 5:17

The undersigned incorporator of this Corporation under Chapter 607, Florida Statutes, as amended adopts the following Articles of Incorporation.

**ARTICLE I**  
**Name**

The name of this Corporation shall be TRUTH MUSIC, CORP.

**ARTICLE II**  
**Duration**

This Corporation shall have perpetual existence.

**ARTICLE III**  
**Purpose**

This Corporation is authorized to produce, distribute, hold sell by wholesale or retail, promote the benefit and/or use of music, compact disk, and other musical products that satisfies the needs of consumers. It shall have the authority to manage, produce artists, labels, tracts, music and any and all articles required for the promotion of music in the music industry. This corporation shall have the authority to issue, sell, purchase, market and/or establish music, recordings in cd format as well as any and all other formats music may be disseminating. It shall further have the right to record, write, create, develop and/or hire artists to record, write and create. This corporation shall have the right to negotiate and enter into contracts on behalf of itself or its clients. To sue and/or defend on it's own behalf or behalf of its clients. This corporation shall also be further authorized to purchase, sell and own real and personal property, foreign and domestic goods and participate in activities locally, in other countries, cities and /or states as approved by the Board of Directors. This Corporation shall be authorized to carry out the above described duties either on behalf of itself, on behalf of its clients or in its representative capacity, as well as any and all lawful business for which Corporations may

be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

#### **ARTICLE IV** **Shares**

The maximum number of shares that this corporation is authorized to have outstanding at any time is 100,000 shares of common stock having a par value of \$5.00 per share. The Board of Directors may authorize the issuance of such shares to such person upon such terms and for such consideration, as they may deem appropriate. The consideration may include money or other property or service, which property or service shall be received at just valuation to be fixed by the Board of Directors of this corporation.

#### **ARTICLE V** **Pre-Emptive Right**

Every shareholder, upon the sale for cash of any new or reissued stock of this corporation, shall have the right to purchase his/her pro-rata share thereof at the price at which it is offered to others.

#### **ARTICLE VI** **Principal and Registered Office and Agent**

The street address of the principal place of business and initial registered office of this corporation is 14504 NW 7<sup>TH</sup> Avenue, Miami, Florida 33168 and the name of the registered agent of this Corporation at that address is **JAMES WRIGHT**.

#### **ARTICLE VII** **Board of Directors**

This corporation shall have three (3) Directors constituting the initial board of Directors. The number of directors may be either increased or decreased from time to time

by the bylaws. The names and addresses of the initial Board of Directors of the Corporation are:

**JAMES WRIGHT**  
**PRESIDENT**  
2234 SW 164<sup>th</sup> Avenue  
Miramar, Florida 33027

**JACQUELINE WRIGHT**  
**VICE PRESIDENT**  
2234 SW 164<sup>th</sup> Avenue  
Miramar, Florida 33027

**GLENDIA FOSTER**  
**TREASURER & SECRETARY**  
450 NW 134<sup>th</sup> Street  
Pembroke Pines, Florida 33026

**ARTICLE VIII**  
**By-laws**

The by-laws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the by-laws.

**ARTICLE IX**  
**Subscriber**

The name and the address of the subscriber to the Articles of Incorporation are:

**JAMES WRIGHT**  
14504 NW 7<sup>th</sup> Avenue  
Miami, Florida 33168

**ARTICLE X**  
**Interest**

In the absence of fraud, no contract or other transaction between this Corporation and any other person, corporation, firm, association or partnership shall be affected or invalidated by the fact that any director or officer of this Corporation is peculiarly or otherwise interested therein. Any director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation for the purpose of

authorizing any such contract or transaction with like force and effect as if he or she were not interested, or were not directors, member or Officer of such other corporation, firm, association or partnership.

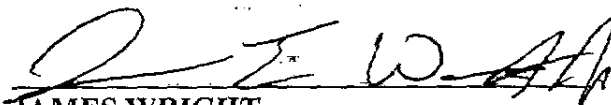
**ARTICLE XI**  
**Indemnification**

The corporation shall indemnify any present or former officer or director, or person exercising powers and suites of a director, to the full extent now or hereafter permitted by laws.

**ARTICLE XII**  
**Amendments**

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, I the undersigned subscriber to these Articles of Incorporation, have set my hand and seal this 14 day of May, 2003.

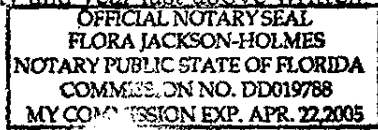
  
JAMES WRIGHT

STATE OF FLORIDA            )  
  )SS  
COUNTY OF MIAMI-DADE )

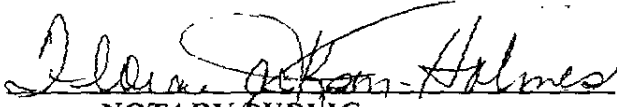
I HEREBY CERTIFY that on this 14 day of May, 2003, before me, an officer duly authorized, personally appeared JAMES WRIGHT, known to me/produced FDL Exp. 10/13/04, as identification and

known to be the person described in and who executed the foregoing instrument, and she acknowledged before me that she executed said instrument.

WITNESS my hand and official seal in the County and State aforesaid, this the  
day and year last above written



(SEAL)

  
NOTARY PUBLIC  
My Commission Expires:  
Flora Jackson - Holmes

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

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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First – That TURTH MUSIC, CORP., desiring to organize under the laws of the state of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Miami-Dade, State of Florida, has named JAMES WRIGHT located at 14504 NW 7<sup>TH</sup> Avenue, City of Miami, County of Miami-Dade, State of Florida, 33169 as its agent to accept service of process for the above stated corporation, at the 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.

BY: J. E. W. A.

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