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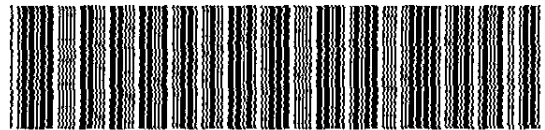
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TALLAHASSEE, FLORIDA  
03 AUG 12 PM 2:59

bl 8/12

## TRANSMITTAL LETTER

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

SUBJECT: \_\_\_\_\_

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is 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: \_\_\_\_\_

**James Sweeting**  
**323 E. Church Street**  
**Orlando, Florida 32801**

\_\_\_\_\_  
Address

\_\_\_\_\_  
City, State & Zip

\_\_\_\_\_  
Daytime Telephone number

*Mr. Sweeting's office* **NAME**  
AUTHORIZATION BY PHONE TO  
CORRECT *Art IV*  
DATE *8-12-03*  
DOC. EXAM *BR*

NOTE: Please provide the original and one copy of the articles.

*W-21205*



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

July 28, 2003

JAMES SWEETING  
323 E CHURCH ST  
ORLANDO, FL 32801

SUBJECT: QUE-NOTE RECORDS, INC.  
Ref. Number: W03000021205

We have received your document for QUE-NOTE RECORDS, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$78.75.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The registered agent and street address must be consistent wherever it appears in your document.

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) 245-6919.

Beth Register  
Document Specialist Supervisor  
New Filings Section

Letter Number: 203A00043535

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

03 AUG 12 PM 2:59

**ARTICLES OF INCORPORATION OF  
QUE-NOTE RECORDS, INC.**

The undersigned, all of whom are natural persons, desiring to form a corporation in accordance with the Florida Business Corporation Act, adopt the following Articles of Incorporation:

**I. NAME**

The name of the corporation is:

**QUE-NOTE RECORDS, INC.**

**II. PURPOSE**

The purpose for which the Corporation is organized is to engage in and carry on all lawful activities within the State of Florida, and to do those things that are necessary or proper in connection with corporations organized and existing under the laws of the State of Florida, including but not limited to, the following:

(a) To purchase, lease, or otherwise acquire, to own, hold, maintain, improve, operate, mortgage, sell, pledge, convey, lease, sublease, or otherwise deal in and dispose of personal and real property of every kind, character, and description whatsoever in furtherance of the business of the Corporation and in connection with any other proper business activity in which the Corporation may engage.

(b) To enter into and make all necessary contracts for the conduct of its business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel, and rescind those contracts.

(c) To borrow or raise money reasonably required in the conduct of its affairs and in connection with any proper business activity in which the Corporation may be engaged, and to execute and deliver any instruments that may be necessary to evidence the borrowing.

(d) To form and become a participant in any partnership, limited partnership, or joint venture with any other individuals, firms, corporations, or entities, and to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation, or other entity.

(e) To carry on any other business in connection with an incidental to any of the

foregoing businesses, transactions, and dealings; and to do any other act legal under the laws of the State of Florida with all the powers conferred on corporations by the laws of the State of Florida.

(f) To Invest the funds of the Corporation in real properties, mortgages, bonds, or any other types of investments, and while the owner or holder of any such real properties, mortgages, stocks, bonds, or other type of investments, to receive, collect, reinvest, and dispose of the interest, dividends, and income arising from such property, and to possess and exercise in respect thereof all rights, powers, and privileges of ownership, including all voting powers of any stocks so owned.

(g) To establish and carry out pension, profit-sharing, share-bonus, share-purchase, incentive, and benefit plans, trusts, and provisions for the directors, officers, and employees of the Corporation.

(h) To restrict the manner in which, and the persons to whom, its capital stock shall be issued or transferred, and to enact bylaws to put these restrictions into effect.

(i) To do everything necessary, proper, advisable, or convenient to accomplish the purposes, attain the objectives, or further the powers that are set forth in these Articles of Incorporation and that are incidental to, pertaining to, or growing out of its professional business or that arise otherwise, and at all times comply with the provisions of the Professional Service Corporation as presently enacted and as may be amended or suspended by any other statute.

### **III. DURATION**

The term of existence of the Corporation is perpetual.

### **IV. REGISTERED OFFICE**

The street address of the Corporation's initial registered office in this State is:

323 E. Church Street  
Orlando, Florida, 32801  
407 999 9791

The initial registered agent at the registered office is:

**TERRY L. WALKER**

## **V. PRINCIPAL OFFICE**

The mailing address of the initial principal office of the Corporation is:

323 E. Church Street  
Orlando, Florida 32801

The initial registered agent at the registered office is:

**TERRY L. WALKER**

## **VI. INCORPORATORS**

The name and address of each incorporator is:

<b>Name</b>	<b>Address</b>
TERRY L. WALKER	323 E. Church Street Orlando Florida, 32801
LARRY FRENCH	323 E. Church Street Orlando Florida, 32801
JAMES SWEETING, III.	323 E. Church Street Orlando Florida, 32801

## **VII. DIRECTORS**

The initial Board of Directors shall consist of THREE (3) members. The names and addresses of the Board of Directors are:

TERRY L. WALKER	323 E. Church Street Orlando Florida, 32801
LARRY FRENCH	323 E. Church Street

Orlando Florida, 32801

JAMES SWEETING, III.

323 E. Church Street  
Orlando Florida, 32801

## **VIII. SHARE STRUCTURE**

### **Number and Type**

9.1. The maximum number of shares that the Corporation is authorized to have outstanding is sixty (60) shares of common stock having no par value.

### **Restrictions on Issuance and Transfer**

9.2. No share of stock of this Corporation shall be issued or transferred to any person who is not already a shareholder, incorporator, or director of the Corporation, without providing the existing shareholders, incorporators, or directors, the right of first refusal at a par value set by the Board of Directors.

### **Authority of Board of Directors**

9.3. Shares without par value may be issued pursuant to subscriptions taken by the incorporators for any consideration that may be specified by the incorporators, and after organization shares without par value may be issued on such consideration as may be fixed by the Board of Directors. The Board, in its discretion, may fix different amounts or kinds of consideration for the issuance of shares without par value, whether issued at the same time or at different times. Any and all shares without par value, the consideration for which has been fixed by the incorporators or the Board of Directors and has been paid or delivered, shall be fully paid and nonassessable.

### **Dividends**

9.4. The Board of Directors is authorized to fix and determine whether any, and if any, what part of the surplus, however created or arising, shall be used, declared in dividends, or paid to shareholders without action by the shareholders, to the use or surplus, or any part thereof, as is permitted by corporate law, for the purchase or acquisition of shares, voting trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness or other securities of the Corporation.

### **Shareholder's Actions**

9.5. To the extent permissible under the laws of the State of Florida, consent by vote or otherwise of the holders of shares (of any class entitled to vote on that action) entitling them to exercise a majority of the voting power of the Corporation shall be sufficient to sustain any action to be taken by the shareholders of the Corporation, and in cases where any class shall be required by the laws of the State of Florida to consent separately as a class, consent by vote or otherwise of the holders of a majority of the shares of that class shall be sufficient to sustain any action to be taken by the shareholders of that class.

## **IX. STATED CAPITAL**

The amount of capital with which the Corporation shall begin business is ten (\$10.00).

## **X. AMENDMENT OF ARTICLES**

The Corporation reserves the right at any time, and from time to time, to amend these Articles of Incorporation in the manner now or hereafter permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation (or such greater number as may then be required by statute), shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

## **XI. INTERESTED DIRECTORS AND OFFICERS**

A director or officer of the Corporation shall not be disqualified from office solely because the director or officer dealt or contracted with the Corporation as a vendor, purchaser, employee, agent or otherwise. No act of the Corporation shall be void or voidable by reason of the fact that any director or officer of this Corporation is also a member of a firm; an officer, director, shareholder or trustee of a corporation; a trustee or beneficiary of a trust; or otherwise connected with any other enterprise that is in any way interested in the act. The fact that the director or officer, or that the firm, corporation, trust, or other entity is interested shall be disclosed to the members of the board present at any meeting of the Board of Directors at which action on the transaction is taken. The transaction must be authorized by an affirmative vote of the majority of the directors who have no direct or indirect interest in the transaction. Any interested director may be counted in determining the existence of a quorum at any meeting of the Board of Directors that authorizes or takes actions in respect to any such transaction. No interested director may vote to authorize, ratify, or approve the transaction. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause, or proceeding, the question of whether a director or officer of the Corporation has acted in good faith is material, and notwithstanding any statute or rule of law or equity to the contrary, his or her good faith shall be presumed, in the



absence of clear and convincing evidence of proof of the contrary.

## **XII. INDEMNIFICATION**

### **Right to Indemnification**

13.1. To the extent the law permits, the Corporation shall indemnify each of its officers, directors, and employees, whether or not then in office, and his or her heirs and legal representatives, against all expenses, judgments, decrees, fines, penalties, or other amounts actually and reasonably incurred, in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs, and any other costs of a similar nature. The Corporation shall not, however, indemnify any officer, director, or employee until the Board of Directors consisting of the Directors who were not parties to such action, has determined by a majority of the directors who were not parties to such action, that the officer, director, or employee:

(a) Was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct in the performance of duties to the Corporation;

(b) Acted in good faith in what he or she reasonably believed to be in the best interests of the Corporation; and

(c) In any matter subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful.

### **Written Demand for Indemnification**

13.2. Any officer, director or employee who is entitled to indemnification from the Corporation may make a written demand on the Board of Directors, by serving the written demand on the president or the Secretary (unless the President and the Secretary are both making the demand, in which case service may be made on any other officer of the Corporation). If the Board of Directors does not, within fifteen (15) days after service of the written demand, determine that the officer, director, or employee is entitled to indemnification, the officer, director, or employee may within sixty (60) days following date of service of the demand, apply to a court of general jurisdiction in the county in which the Corporation maintains its principal office, to consider the matters referred to in Subparagraphs (a), (b), and (c) of paragraph 13.1. If the Court determines that the conduct of the officer, director, or employee was such as to meet the requirements in the subparagraphs, the court shall order the Corporation to indemnify the officer, director, or employee to the same extent as if the Board of Directors had originally made the determination.

IN WITNESS WHEREOF, the undersigned incorporator(s) have executed these Articles of Incorporation on July 19, 2003.

  
TERRY L. WALKER

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 19 day of July, 2003, by TERRY L. WALKER, as incorporator of QUE-NOTE RECORDS, INC., INC., a corporation on behalf of the corporation. He has produced [REDACTED] identification and did not take an oath.

  
NOTARY PUBLIC  
My Commission Expires [REDACTED]  
  
ROSA L. JORDAN  
MY COMMISSION # DD 083091  
EXPIRES: March 23, 2006  
Bonded Thru Budget Notary Services

  
LARRY FRENCH

STATE OF FLORIDA  
COUNTY OF ORANGE


The foregoing instrument was acknowledged before me this 21 day of July 2003, by LARRY FRENCH, as incorporator of QUE-NOTE RECORDS, INC., INC., a corporation on behalf of the corporation. He has produced [REDACTED] identification and did not take an oath.

  
NOTARY PUBLIC  
My Commission Expires [REDACTED]

  
ROSA L. JORDAN  
MY COMMISSION # DD 083091  
EXPIRES: March 23, 2006  
Bonded Thru Budget Notary Services

  
JAMES SWEETING, III

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of July, 2003, by JAMES SWEETING, III, as incorporator of QUE-NOTE RECORDS, INC., INC., a corporation on behalf of the corporation. He has produced  as identification and did not take an oath.

  
NOTARY PUBLIC  
My Commission Expires



ROSA L. JORDAN  
MY COMMISSION # DD 093091  
EXPIRES: March 23, 2006  
Bonded Thru Budget Notary Services

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

03 AUG 12 PM 2:59

Pursuant to the provisions of Section 607.0501, 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: **QUE-NOTE RECORDS, INC.**
2. The name and address of the registered agent and office is:

**TERRY L. WALKER**  
**323 E. CHURCH STREET**  
**ORLANDO FLORIDA, 32801 407-999-9791**

Signature: Terry L. Walker  
(Corporate Officer)

Title: **CHIEF EXECUTIVE OFFICER**

Date: **July 19, 2003**

**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: Terry L. Walker

Date: **July 19, 2003**