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(Requestor's Name)

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(City/State/Zip/Phone #)

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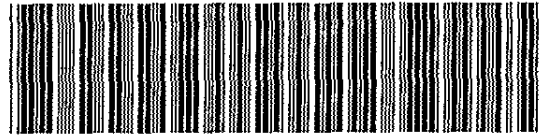
(Business Entity Name)

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03 SEP 22 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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my alby

EDWARD de R. CAYIA, P.A.

ATTORNEY AT LAW
432 N.E. THIRD AVENUE
FORT LAUDERDALE, FLORIDA 33301-3234

(954) 765-1400 / FAX (954) 765-1421

September 18, 2003

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

Re: TRACK-RIFFIC PRODUCTIONS, INC.

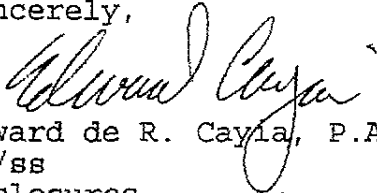
Dear Sir or Madam:

Enclosed herewith please find the Articles of Incorporation for the above-referenced corporation, and my operating account check #5818 in the amount of \$78.75 covering the various fees.

Please forward a certified copy of the Articles, and the Charter Number to this office at the above address.

Thank you for your attention to this matter.

Sincerely,



Edward de R. Cayia, P.A.
EC/ss
Enclosures

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ARTICLES OF INCORPORATION OF 03 SEP 22 PM 1:52
TRACK-RIFFIC PRODUCTIONS, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation shall be TRACK-RIFFIC PRODUCTIONS, INC.

ARTICLE II. TERM OF EXISTENCE

The corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes: To engage in all legally authorized business practices in the State of Florida, including but not limited to the creation, performance, recording, reproduction, licensing, investing, marketing, and distribution of artistic talent in the amusement, entertainment, film, and musical fields; to acquire copyrights on songs, lyrics, and musical compositions; to license and use such material for mechanical or other reproductions; to license the use by vocal, instrumental, or any other means known or to be known; to print, sell, and distribute sheet music; to acquire rights in literary and musical properties, and publish the same under contract; and to do any and all other acts necessary to fulfilling such endeavors.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$5.00 value stock.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is: 331 N.W. 27th Avenue, Fort Lauderdale, FL 33311. The name of the initial registered agent of this corporation at that address is EARL MERRICKS, JR.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Directors initially. The number of Directors may be increased or decreased from time to time according to the ByLaws. The name and address of the initial Directors of the corporation are: EARL MERRICKS, JR., MARCUS FOLDS, and JERRY L. HARRIS at 331 N.W. 27th Avenue, Fort Lauderdale, FL 33311.

ARTICLE VII. INCORPORATION

The name and address of the person signing these Articles of Incorporation is EARL MERRICKS, JR. at 331 N.W. 27th Avenue, Fort Lauderdale, FL 33311.

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend or repeal the ByLaws shall be vested in the Board of Directors and shareholders.

ARTICLE IX. RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall not be resold or otherwise transferred to other persons unless such shares are first offered to the initial shareholders of the corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this

corporation.

ARTICLE X. CALLING OF SPECIAL MEETING

Special meetings of shareholders may be called by written notice delivered to each shareholder three (3) business days prior to the meeting date.

ARTICLE XI. SHAREHOLDER QUORUM AND VOTING

Sixty Six percent (66%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum of a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII. MANAGEMENT OF CORPORATION BY DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation, shall be managed under the direction of the Board of Directors of the corporation.

ARTICLE XIII. DIRECTOR QUORUM AND VOTING

Two (2) Directors shall constitute a quorum for a meeting of the Directors. If a quorum is present, the affirmative vote of the majority of the Directors present shall be the act of the Board of Directors.

ARTICLE XIV. ACTION BY DIRECTORS WITHOUT A MEETING

The Directors of this corporation may take action by written consent, as provided by law.


ARTICLE XV. INDEMNIFICATION

This corporation shall indemnify all officers or Directors or any former officer or Director, to the full extent permitted by law, provided they were acting in good faith and in the best interests of the corporation.

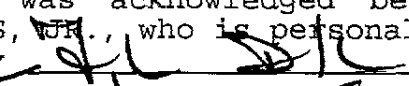
ARTICLE XVI. AMENDMENT

This corporation reserves the right to amend or repent any provision in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

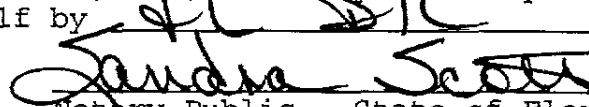
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 18th day of September, 2003.


EARL MERRICKS, JR. Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me on 18th September, 2003 by EARL MERRICKS, JR., who is personally known to be, or who identified himself by  on oath.

My commission expires:


Notary Public - State of Florida
at Large



Sandra Scott
Commission #DD169608
Expires: Dec 03, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

The undersigned, having been named as Registered Agent to accept Service of Process for TRACK-RIFFIC PRODUCTIONS, INC., at 331 N.W. 27th Avenue, Fort Lauderdale, FL 33311, does hereby agree to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the complete and proper performance of his duties.


EARL MERRICKS, JR., Registered Agent

13 SEP 2003 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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