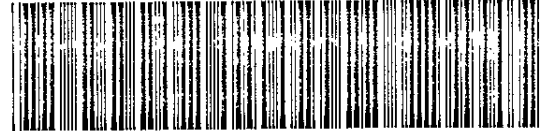


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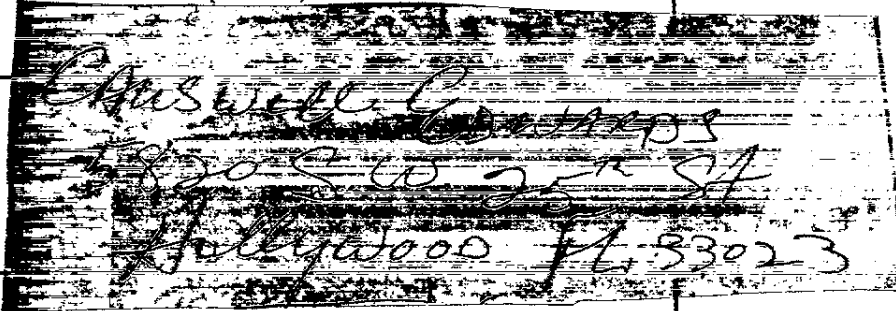
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TALLAHASSEE FL 32399

W103-313
J/K



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

October 27, 2003

CAUSWELL EDWARDS
5820 S.W. 25TH ST.
HOLLYWOOD, FL 33023

SUBJECT: ELITES RECORDING STUDIO, INC.
Ref. Number: W03000031319

We have received your document for ELITES RECORDING STUDIO, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 245-6878.

Alan Crum
Document Specialist
New Filings Section

Letter Number: 403A00058451

ARTICLES OF INCORPORATION
OF
URBAN ELITES RECORDING, INC.

FILED
03 DEC 16 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be **URBAN ELITES RECORDING, INC.**
and the initial address of this corporation shall be **5820 SW 25th ST. Hollywood Florida 33023**

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares	Par Value	Class of
<u>Authorized</u>	<u>Per Share</u>	Stock
1,000	0	common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to the law.

ARTICLE V

The initial registered office of this corporation shall be at **5820 SW 25th ST. Hollywood Florida 33023** with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be; **Causwell Edwards.**

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders

ARTICLE VII

The names and addresses of the first directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

Causwell Edwards, President
5820 SW 25th ST., Hollywood FL 33023

Everton Rudd, Director
1261 NW 202 St. Miami FL 33169

Cheryl Hinnant, Director
3711 SW 46th Ave., Hollywood, FL 33023

ARTICLE VIII

The name and address of the Incorporator is, Causwell Edwards 5820 SW 25th ST. Hollywood FL 33023.

ARTICLE IX

No contract or other transaction between this corporation and any, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorized any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

ARTICLE XI

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal to this 1st day of October 2003.

STATE OF FLORIDA)
COUNTY OF BROWARD)

Incorporator Name CAUSWELL EDWARDS

Incorporator Signature C. Edwards

BEFORE ME, the undersigned authority, personally appeared, **Causwell Edwards**, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed, upon the following form of identification of the above, named person **State of Florida Drivers License**

Witnessed my hand and official seal in the State and County aforesaid,
On this 1 day of OCT- 2003
STATE OF FLORIDA)
COUNTY OF BROWARD)

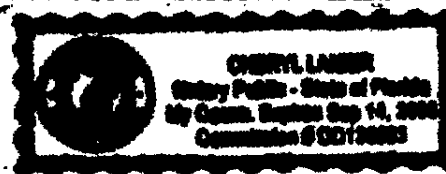
NOTARY PUBLIC SIGNATURE

NOTARY'S PRINTED NAME

Cheryl Lanier

MY COMMISSION EXPIRES

9/14/06



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

FILED
03 DEC 16 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the laws of Florida, the following is submitted:

First, that **Urban Elites Recording, Inc.** desiring to organize under the laws of the State of Florida has named **Causwell Edwards of 5820 SW 25th ST, Hollywood FL 33023**, as it Statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open and, I accept the obligations of Section 607.0501, Florida Statutes.

DATED: this day of 2003

Signature of Statutory Registered Agent

C. Edwards