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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**FLORIDA PROFIT CORPORATION OR P.A.****chase records & entertainment, inc.**

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ARTICLES OF INCORPORATION

OF

CHASE RECORDS & ENTERTAINMENT, INC.

The undersigned incorporator(s), for the purpose of forming a Profit Corporation under Chapter 607 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

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ARTICLE I

The name of this corporation shall be: CHASE RECORDS & ENTERTAINMENT, INC.

ARTICLE II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business of this corporation: 615 NE 22ND STREET, #1108, MIAMI, FL 33137.

ARTICLE IV

The general nature of business of this corporation is to transact any and all lawful business.

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue are 1,000 shares common stock having an individual par value of \$1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation

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ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: TIMOTHY M. HARTLEY, 500 SE 6TH STREET, SUITE 102, FT. LAUDERDALE, FL 33301.

ARTICLE VII

The name and address of the officers and initial board of directors shall be:

PRESIDENT

DOUGLAS D. JOHNSON

615 NE 22ND STREET, #1108
MIAMI, FL 33137

ARTICLE VIII

The name and address of the incorporator(s) to these Articles of Incorporation shall be:

EMPIRE CORPORATE KIT OF AMERICA, INC.
2444 NW 7TH PLACE
MIAMI, FL 33127

The undersigned has executed these Articles of Incorporation this 27TH day of JANUARY, 2004.


INCORPORATOR

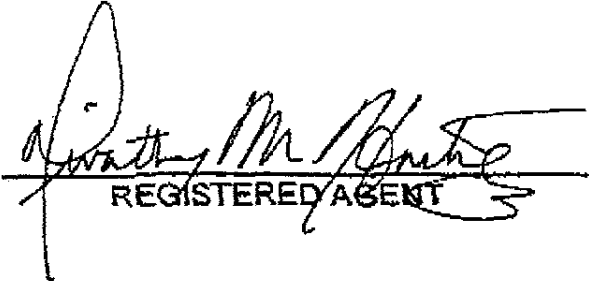
Ray Stormont Signing for
Empire Corporate Kit of America, Inc.

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

Chase Records & Entertainment, Inc.
(Name of Corporation)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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.


REGISTERED AGENT

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