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To:

Division of Corporations

Fax Number : (850)205-0381

From:

Account Name : ACE INDUSTRIES, INC.

Account Number : 070744001530 Phone : (305)358-2571 fax Number : (305)373-7718

FLORIDA PROFIT CORPORATION OR P.A.

PANDEMONIUM RECORDS INC.

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10/4/2004

H04-197235

SECRETARY OF STATE DIVISION OF CORPORATIONS 04 OCT -4 AM 7: 53

Articles of Incorporation

Article 1: Name of Corporation: PANDEMONIUM RECORDS INC.

Address of Corporation; 801 N.W. 168 DR. MIAMI, FL 33169

Article 2: Capital Stock: The number of shares which the corporation has authorized to be

outstanding at any one time is 100, with a par value of 0

Article 3: REGISTERED AGENT: ORMONDO WHITE

REGISTERED OFFICE: 801 N.W. 168 DR. MIAMI, FL 33169

*I am familiar with and hereby accept the duties and responsibilities as Register Agent for said corporation.

Company of Projectored Agent

Signature of Registered Agent

Article 4: The Board of Directors is: (Board of Directors is NOT REQUIRED).

First fisted is President, Second is Vice President, then Secretary/Treasurer.

1. (P) ORMONDO WHITE, 801 N.W. 168 DR., MIAMI, FL 33169

2. 3.

Article 5:

The NAME and ADDRESS of the INCORPORATOR is:

QRMONDO WHITE 801 N.W. 168 DR. MIAMI, FL 33169

In witness whereof, I have subscribed my name:

Signature of Incorporator

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PREPARED BY: ACE INDUSTRIES, INC. 54 N.W. 11TH STREET, MIAMI, FL. 33138, (305) 358-2571