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**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue, Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666, Fax (850) 222-1666

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Arts

1.) Urban Prophet Records, Incorporated
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
URBAN PROPHET RECORDS, INCORPORATED**

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In compliance with the requirements of F.S. Chapter 607, the undersigned hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation is: Urban Prophet Records, Incorporated.

ARTICLE II

The street address of the principal office of the Corporation is: 8225 NW 178 Street, Miami, Florida 33015

ARTICLE III

The maximum number of shares this Corporation is authorized to issue is 1000, par value \$1.00 per share, all of which shall be Common Shares.

ARTICLE IV

The initial street address of the Corporation's registered office is: 7590 NW 186th Street, Suite 206, Miami, Florida, 33015. The initial registered agent for the Corporation at that address is: David T. Perez, Esquire.

ARTICLE V

The initial board of directors shall consist of one member. This number may be increased or decreased from time to time in accordance with the Corporations's bylaws, but shall never be less than one. The name and address of the person who will serve on the initial board of directors is:

Name

Address

Michael Anthony Nasiff

8225 NW 178 Street
Miami, Florida 33015

ARTICLE VI

The name and street address of the person signing these articles of incorporation is:

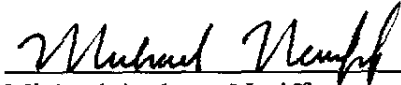
Name

Address

Michael Anthony Nasiff

8225 NW 178 Street
Miami, FL 33015

The undersigned incorporator has executed these articles of incorporation.

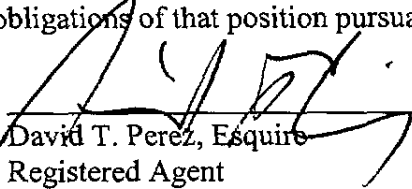


Michael Anthony Nasiff
Incorporator

10/25/04
Date

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Urban Prophet Records, Incorporated at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501.



David T. Perez, Esquire
Registered Agent

10/25/04
Date

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

UNDER THE PROVISIONS OF F.S. 607.0501, 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: Urban Prophet Records, Incorporated
2. The name and address of the registered agent and office is:

David T. Perez, Esquire
7590 NW 186th Street, Suite 206
Miami, Florida 33015

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I 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.


David T. Perez, Esquire

October 25, 2005

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