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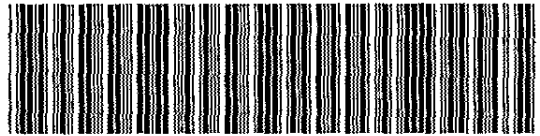
Fred Morley GAVE

AUTHORIZATION BY PHONE TO

CORRECT Shares

DATE 12-1-04

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04 NOV 30 PM 2:33  
SECRETARY OF STATE  
HALLMARK BUILDING  
COLUMBIA, SC 29201

W04-43572

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

SUBJECT: SOUTHERN HEAT MAGAZINE, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$ 87.50  
Filing Fee, Certified Copy & Certificate.

FROM: FREDERICKE A.MORLEY  
8491 N. W. 23RD AVENUE  
MIAMI, FLORIDA 33167  
(305) 836-5326



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

June 21, 2004

FREDERICKE A. MORLEY  
8491 N.W. 23RD AVE.  
MIAMI, FL 33167

SUBJECT: SOUTHERN MUSIC GROUP, INC.  
Ref. Number: W04000023811

We have received your document for SOUTHERN MUSIC GROUP, INC. and your check(s) totaling \$87.50. 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: 404A00041007

ARTICLES OF INCORPORATION  
OF  
SOUTHERN HEAT MAGAZINE, INC.  
(a corporation for profit)

*The undersigned, acting as incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation:*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is SOUTHERN HEAT MAGAZINE, INC., and its address is 8491 N. W. 23rd Avenue, Miami, Florida 33147.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

10,000

This Corporation is authorized to issue -----shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is WILLIAM FERGUSON, Esq. and the address is 2820 N. W. 135th Street, Opa-Locka, Florida 33127.

ARTICLE VI - INITIAL OFFICERS

This Corporation shall have four (4) Officers initially. The number of Officers may be increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Officers of this Corporation are:

<u>NAME &amp; ADDRESS</u>	<u>POSITION</u>
Fredericke A. Morley 8491 N. W. 23rd Ave. MIAMI, FL. 33147	PRESIDENT
Cleveland Morley 8491 N. W. 23rd Ave. MIAMI, FL. 33147	VICE-PRESIDENT
Fredericke A. Morley 8491 N. W. 23rd Ave. MIAMI, FL. 33147	SECRETARY
Fredericke A. Morley 8491 N. W. 23rd Ave. MIAMI, FL. 33147	TREASURER

**NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.**

#### ARTICLE VII – BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

#### ARTICLE VIII – INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

#### ARTICLE IX – INCORPORATOR(S)

The name(s) of the person(s) signing these Articles is(are) Frdericke A. Morley, address of 8491 N. W. 23rd Ave., Miami, FL 33147.

#### ARTICLE X – AMENDMENTS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business

Corporation Act.

IN WITNESS WHEREOF, the undersigned incorporator(s) have executed these Articles of Incorporation this 16 day of Nov, 2004.

  
Fredericke A. Morley, Incorporator

STATE OF FLORIDA )

SS.

COUNTY OF DADE )

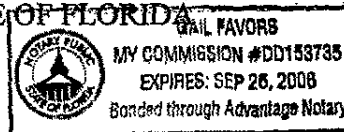
BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared now and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and he(they) acknowledge before me that he(they) executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 16 day of November, 2004.

  
NOTARY PUBLIC, STATE OF FLORIDA

AT LARGE

My commission Expires:




ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 16 DAY OF November, 2004.

By:

  
WILLIAM FERGUSON

PRINT (Registered Agent)  
CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, OF FLORIDA STATUTES, 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 SOUTHERN HEAT MAGAZINE, INC.
2. The name and address of the registered agent and office is:

WILLIAM FERGUSON, ESQ.  
2820 N. W. 135TH Street  
Opa-Locka,, Florida 33054

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, the above mentioned agent hereby accepts the appointment as registered agent and agrees to act in this capacity. He further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties, and is familiar with and accepts the obligations of this position as registered agent.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA