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03/18/05 PM 3:10  
U.S. DEPT. OF JUSTICE  
FBI - NEW YORK

John W. Brown, Jr.  
1717 North Bayshore Drive  
Suite #110  
Miami, FL 33132

March 17, 2005

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

In Ref: **Royce Record Company**

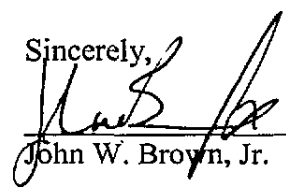
Dear Sir or Madam:

Please find enclosed the original Articles of Incorporation for the above new corporation, together with a check for filing as follows:

Filing fee:	\$35.00
Certificate of Status	35.00
Certified Copy	<u>8.75</u>
Total	<u>\$78.75</u>

Please process these Articles at your earliest convenience and return the Letter of Incorporation as soon as possible.

Sincerely,

  
John W. Brown, Jr.

RECEIVED  
DIVISION OF CORPORATE RECORDS  
TALLAHASSEE, FLORIDA

05 MAR 18 PM 3:10

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**ARTICLES OF INCORPORATION  
OF  
Royce Record Company**

The undersigned, for the purposes of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**Article I – Name**

The name of the corporation is Royce Record Company.

**Article II – Purpose**

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

**Article III – Capital Stock**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1000) shares of common stock, par value \$1.00 per share.

**Article IV – Term**

This corporation shall have perpetual existence unless dissolved pursuant to law.

**Article V – Address**

The initial street address of the principal office of this Corporation in the State of Florida is 1717 N. Bayshore Dr., #110, Miami, FL 33132. The Board of Directors of this Corporation may from time to time move its principle office in the state of Florida to any other place in this State.

**Article VI – Directors**

This corporation shall have one (1) Director initially. The number of Directors of the Corporation may be either increased or diminished from time to time pursuant to the Bylaws, but shall never be less than one (1).

**Article VII – Initial Directors**

The name and street address of the initial Director of this Corporation who shall hold office until its successors are elected or appointed and shall have qualified is:

John W. Brown, Jr.  
1717 N. Bayshore Drive #110  
Miami, Florida 33132

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05 MAR 18 PM 3:10  
CLERK OF THE COURT  
STATE OF FLORIDA

#### **Article VII – Incorporator**

The name and street address of the person signing these Articles of Incorporation as the incorporator is:

John W. Brown, Jr.  
1717 N. Bayshore Drive #110  
Miami, Florida 33132

#### **Article IX – Other Provisions**

1. Ownership of stock shall not be required to make any person eligible to hold office either as an officer or as a director of this Corporation.
2. The stockholders may, pursuant to the Bylaws provision or by Stockholders Agreement, recorded in the minute book, impose such restrictions on the sale, transfer or encumbrances of this Corporation as they may see fit.
3. The Board of Directors of this Corporation shall adopt Bylaws for the government of the Corporation which shall be subordinate only to the Certificate of Incorporation and the Laws of the United States and the State of Florida; the Bylaws may be amended from time to time by either the stockholders or the Board of Directors, but the Board of Directors may not alter or amend any Bylaws adopted by the stockholders.
4. Any subscriber or stockholder present at any meeting, either in person or by proxy, and Director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of the meeting unless he shall make objections at the meeting to any defect or insufficiency of notice.
5. If the Bylaws so provide, any action of the stockholders or Board of Directors which is required or permitted to be taken at a meeting and be taken without a meeting, in the manner provided in the Bylaws, to the extent now or hereafter to be permitted under the statutes and laws of the State of Florida.
6. If the Bylaws so provide, any stockholder of this Corporation, to the extent now or hereafter permitted pursuant to the Bylaws of this Corporation and the statutes and laws of the state of Florida, may enter into any written agreement relating to any phase of the affairs of this Corporation. No such agreement shall impose Directors or Officer's liabilities upon the stockholders who are parties there to except to the extent required by the statutes and laws of the State of Florida.
7. The Board of Directors of this Corporation is authorized to make provisions for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which such compensation shall be paid. Any Directors of this Corporation may also serve the Corporation in any other capacity and receive compensation therefore in any form.



8. The Corporation shall indemnify any Director, officer or employee, or former Director, officer or employee of the Corporation, or any person who may have served at its request as Director, Officer, or Employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by her in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such Director, Officer or Employee, except in liable for negligence or misconduct in the performance of duty. The Corporation may also reimburse to any Director, Officer or Employee the reasonable cost of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the Directors not involved in the matter of controversy (whether or not a quorum) that it was to the interest of the Corporation that such settlement be made and that such Director, Officer or Employee was not guilty of negligence or misconduct, such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director, Officer or Employee may be entitled under any Bylaw, agreement, vote of shareholders or otherwise.

#### **Article X – Grant of Preemptive Rights**

Each shareholder of the Corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the Corporation, or securities of the corporation convertible into or carrying the right to subscribe to or acquire such shares, which may be issued at any time by the Corporation.

#### **Article XI – Registered Office**

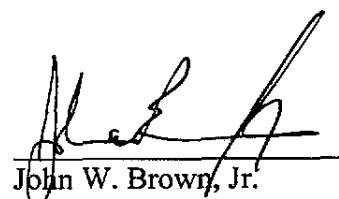
The registered agent and registered officer of the Corporation shall be:

John W. Brown, Jr.  
1717 North Bayshore Drive #110  
Miami, FL 33132

#### **Article XII – Amendment**

This Corporation reserves the rights to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders in subject to this reservations.

**IN WITNESS WHERE OF**, the undersigned Incorporator has executed these articles of Incorporation this 17<sup>th</sup> day of March, 2005.

  
John W. Brown, Jr.

**CERTIFICATE DESIGNATING PLACE OF REGISTERD OFFICE OR  
DOMICLE FOR SERVICE OR PROCESS WITHIN THIS STATE. NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED.**

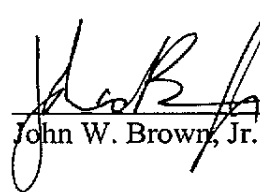
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Pursuant to chapter 48.091 Florida Statutes, the following is in compliance with said act:

**First – THAT Royce Record Company**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Miami, Miami-Dade, State of Florida, has named John W. Brown, Jr. Registered Agent, who may be served at the registered office located at 1717 N. Bayshore Drive Suite #110, Miami, County of Miami-Dade, State of Florida, as its agent to accept services of process within this State.

**ACKNOWLEDGEMENT (MUST BE SIGNED BY DESIGNATED AGENT)**

Having been named to accept services of process for the above stated Corporation, at place designation in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

  
John W. Brown, Jr.

SEAL OF THE STATE  
OF FLORIDA

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FILED