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Florida Department of State
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To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : EMPIRE CORPORATE KIT COMPANY
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STATE OF FLORIDA
DIVISION OF CORPORATIONS

05 APR -6 AM 8:12

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FLORIDA PROFIT CORPORATION OR P.A.

freecity recordings, inc.

| | |
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| Certificate of Status | 0 |
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| Estimated Charge | \$78.75 |

J. Shivers APR 07 2005

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ARTICLES OF INCORPORATION

OF

FreeCity Recordings, INC.

(4)

ARTICLE I - NAME & PRINCIPAL ADDRESS

Mr. Odson Juene
902 N. "F" Street
Lake Worth, Florida 33460

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in the transaction of any and all business permitted by law under the laws of the State of Florida and of the United States of America.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is ONE HUNDRED (100) SHARES of common stock, each share having the par value of ONE DOLLAR (\$1.00).

ARTICLE V - ADDRESS

The initial registered office of this corporation is:

3990 Sheridan Street, Suite 212
Hollywood, Florida 33021

The name of the initial registered agent at such address is:

Stanley G. Swiderski, Esquire

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TALLAHASSEE, FLORIDA

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ARTICLE VI - DIRECTOR

The corporation shall have one (1) director initially, whose name and address is as follows:

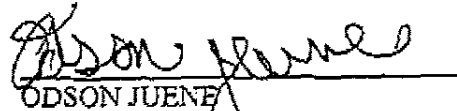
Mr. Odson Juene
902 N. "F" Street
Lake Worth, Florida 33460

ARTICLE VII - SUBSCRIBER

The name and address of the incorporator of this corporation is as follows:

Mr. Odson Juene
902 N. "F" Street
Lake Worth, Florida 33460

IN WITNESS WHEREOF, the undersigned subscriber has executed the foregoing Articles of Incorporation on this 6 day of April, 2005.


ODSON JUENE


STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

BEFORE ME personally appeared ODSON JUENE, to me known to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid on this 6 day of April, 2005.


NOTARY PUBLIC

My Commission Expires:

 Stanley G. Swiderski
My Commission 00157020
Expires October 15, 2005

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**CERTIFICATE OF DESIGNATING PLACE OF BUSINESS FOR THE SERVICE
OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED AND NAMES AND ADDRESSES OF
THE OFFICERS AND DIRECTORS**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First - that FreeCity Recordings, Inc., a corporation duly organized and existing under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation as City of Sunrise, County of Broward, State of Florida, has named STANLEY G. SWIDERSKI, ESQUIRE located at 3990 Sheridan Street, Suite 212, Hollywood, Florida 33021, as its agent to accept service of process within this state.

OFFICERS**TITLE****ADDRESS**

Odson Juene

President

902 N. "F" Street
Lake Worth, Florida 33460

Odson Juene

Vice President

902 N. "F" Street
Lake Worth, Florida 33460

Odson Juene

Secretary

902 N. "F" Street
Lake Worth, Florida 33460

BY:

Odson Juene

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CLERK OF DISTRICT COURT
STATE OF FLORIDA**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY:

STANLEY G. SWIDERSKI, Registered Agent

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