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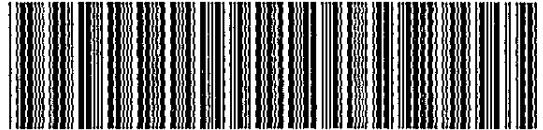
(Business Entity Name)

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2/9/06

TRANSMITTAL LETTER

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

SUBJECT: Groove 'N Spirit
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and (1) copy of the Articles of Incorporation and a check for

☐ \$70.00 Filing Fee
☐ \$78.75 Filing Fee & Certificate of Status

☐ \$78.75 Filing Fee
☒ \$87.50 Filing Fee & Certificate
\$ Certified Copy

ADDITIONAL COPY REQUIRED

FROM: Mr. Phillip Leno Wright
Name (printed or typed)
400 N.W. 87th Street
~~1738 N.W. 68th Terrace~~
Address
EL Portal, Fla. 33150
~~Wingate, Florida 33147~~
City, State, Zip
Telephone: ~~(786) 351-3886~~ (305) 691-3692

Note: Please provide the original and one copy of the articles.

Articles of Incorporation

of

Groove 'N Spirit, Corp.

The undersigned subscribers to these Articles of Incorporation, desiring to form a Corporation under the laws of the State of Florida, do hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and do hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

Article I. Corporate Name

The Name(s) of this Corporation shall be:

Groove 'N Spirit, Corp.

Principle Address: 1738 N.W. 68th Terrace
Miami, Florida 33147

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Article II. Terms of Existence

This corporation shall have: Perpetual Existence

Article III. Purpose and Powers

This Corporation is organized for the purpose of engaging in all lawful business permitted to corporations organized under the Florida General Corporation Act, as in effect from time to time.

The Corporation shall give all the powers set forth in the Florida General Corporation Act, as in effect from time to time including; but not limited to the following powers:

- A) To conduct and operate a business engaged in any lawful manner and pertaining to the Music Publishing, Promotion and Production of Audio/Visual Materials in the variety entertainment business; but not to be limited to publishing, promotions, and the production of audio/visual recordings. The company may acquire all of the necessary, supplies, materials and other equipment to perform services Music Publishing, Promotion and Production of Audio/Visual Materials in the variety entertainment business.
- B) To purchase, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, personal property and services of every class, kind and description in the Music Publishing, Promotion and Production of Audio/Visual Materials in the variety entertainment business.
- C). To act as a broker, agent or factor for any person, firm, governmental agency or corporation in the Music Publishing, Promotion and Production of Audio/Visual Materials in the variety entertainment business and more.
- D). To purchase, lease or otherwise acquire real and personal property and leaseholds thereof and interest therein, and to own, hold manage, develop, improve, equip, maintain and operate and to

sell, convey, exchange, lease or otherwise alienate and dispose of, and to exploit, pledge or otherwise encumber any and all such property and any and all legal equitable rights thereunder and interest herein.

- E) To borrow or raise money for any of the purposes of the Corporation and from time to time without limit as to amount to draw, make accept, endorse, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds and other negotiable and nonnegotiable instruments and evidence of indebtedness, and to secure payment thereof an conveyance or other assignment in trust, in whole or in part, in the assist of the Corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.
- F) To guarantee, endorse, purchase, hold, sell, transfer, exploit, pledge, or otherwise acquire or dispose of the shares of the capital stock in exercise all the rights, powers, and privileges of ownership, including the rights to vote such stock.
- G) To enter into make, perform and carry out contracts and arrangement of every sort and kind which may be necessary or convenient for the business of the Corporation or business of a similar nature with any person, firm, corporation, association or syndicate or any private or municipal body existing under the government of the United States or any state, territory, colony, or dependency thereof or foreign government so far as or to the extend that the same may be done or performed pursuant to law.
- H) To enter into or become a partner in any agreement for sharing profits, union of interest, cooperation, joint venture or otherwise with any person, firm, corporation now carrying on or about to carry on any business which this corporation has the direct or incidental authority to pursue.
- I) In general, to do any and all of the acts and things herein set forth to the same extent as natural persons could do and in any part of the world as principal, factor, agent, contractor, broker, or otherwise, either alone or in company with any entity or individual; to establish one or more offices, both within the State of Florida and any other part of the world, at which meeting of officers and or shareholders may be held and all or any part of the Corporation's business may be conducted; and to exercise all or any of its corporate powers and rights in the State of Florida and in any and all other states, territories, districts, dependencies, colonies or possessions of the United States of America and any foreign countries.
- J) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, to the extent permitted by the law of the State of Florida dn the Untied States of America.

Article IV. Capital Stock

There is to be 1,000 shares at a cost of \$100. 00 per each in this corporation.

Article V. Initial Capital

The maximum number of share that this Corporation is Authorized to have outstanding at any one time is 1,000 shares of common stock, each having no par value.

The considerations to be paid for each share shall be fixed by the Board of Directors and any share so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock, and not liable to any further call or assessment thereon, and the holders of such share shall not be liable to any further payment thereon.

The Capital stock may be paid for in property, labor or services at just valuation to be fixed by the incorporation of the directors.

The stock shall be issued from time to time as may be determined by the Board of Directors. All of the issued stock of all classes shall be subject to the following restriction on transfer:

A) Each shareholder's share offer to the remaining shareholder or to this corporation a thirty (30) day "first refusal" option to purchase his/her stock should he or she elect to sell his/her shares of capital stock of this corporation.

The shareholders of the corporation shall have preemptive rights to acquire unissued or treasury share of capital stock of this Corporation, in proportion to their interest in the outstanding capital of the Corporation.

Upon dissolution or liquidation of the Corporation the holders of stock shall be entitled to distribution as their holdings may appear upon the stock record of the Corporation.

Article VI. Officers

This Corporation shall have initially one President/C.E.O.. The number of other Officers may be increased or diminished from time to time according to the By-laws of the Corporation.

The name and mailing address of the initial President who shall hold office until his successor or successors are elected and have qualified is as follows:

***Mr. Phillip Leno Wright, President/C.E.O.
1738 N.W. 68th Terrace
Miami, Florida 33147***

Article VII. Officers

The names, addresses and offices of the Officers who will serve until the first election or appointment under these Articles of Incorporation are:

Name	Street Address	Office
<i>Mr. Phillip Leno Wright</i>	<i>1738 N.W. 68th Terrace , Miami, Florida</i>	<i>President/C.E.O.</i>
<i>Mr. Leno Felipe Wright</i>	<i>1738 N.W. 68th Terrace, Miami, Florida</i>	<i>Vice, President</i>
<i>Ms.Lee Wright Garfield</i>	<i>1738 N.W. 68th Terrace, Miami, Florida</i>	<i>Secretary/ Treasurer</i>

Article VIII. Registered Agent and Registered Office

This Corporation's Resident Agent for services in the State of Florida shall be:

Mr. Phillip Leno Wright, President/C.E.O.

The address of the Registered Office of this corporation shall be:

Principal: **Mr. Phillip Leno Wright, President/C.E.O.**

Address: **1738 N.W. 68th Terrace**

City/State/Zip: **Miami, Florida 33147**

Article IX. Amendments

This corporation reserves the right to amend, alter, modify, or repeal any portion or provision contained in these Articles of Incorporation, or any provision or provisions contained in these Articles of Incorporation, or any amendment hereto in the manner now or hereafter prescribed by the Statutes of the State of Florida, any rights and powers conferred upon the President and the Officers herein are granted subject to this reservation.

Article X. Incorporator

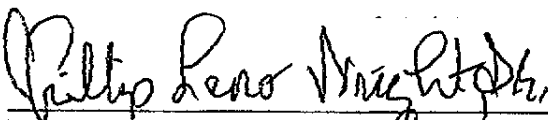
The name and mailing address of the Incorporator is as follows:

Mr. Phillip Leno Wright, President/C.E.O.

1738 N.W. 68th Terrace

Miami, Florida 33147

IN WITNESS WHEREOF, the above named Incorporators, Officers and Registered Agent has hereunder subscribed his name, this 3rd day of February, 2006.



Incorporator/President/C.E.O.

Registered Agent

State of Florida)
 :
County of Dade)

Before me the undersigned authority personally appeared:

Mr. Phillip Leno Wright, President/C.E.O.

who is to me well known to be the person(s) described in and who subscribes the foregoing Articles of Incorporation, and she did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the State and County aforesaid this 3rd day of February, 2006.



Sandra Gause

Notary Public, State of Florida-At-Large

(Official Seal)

My Commission Expired: 3/23/2008

Certificate of Designation Registered Agent/Registered Office

PURSUANT to the provisions of Section 607.0501, 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:
Groove 'N Spirit, Corp.
2. The name and address of the registered agent and office is:
***Mr. Phillip Leno Wright
1738 N.W. 68th Terrace
Miami, Florida 33147***

Signature: _____

Corporate Officer

Title: _____

President/C.E.O.

Dated: _____

2/3/06

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate. I hereby 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 positions as Registered Agent.

Signature: _____

Dated: _____

2/3/06

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