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SECRELARY OF STATE

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### NICHOLAS F. TSAMOUTALES

## Attorney at Law Suite 307 5240 Babcock Street, NE Palm Bay, FL 32905

321-727-1111

Facsimile 321-727-1655

November 21, 2006

Florida Department of State Attn: Corporate Records P. O. Box 6327 Tallahassee, FL 32314

RE: WORLD BEAT MANAGEMENT GROUP, INC.

Dear Sir:

Enclosed is the original and one copy of the Articles of Incorporation for the captioned entity. Please file said Articles and return a file-marked copy to me.

A check in the amount of \$70.00 is enclosed.

Thank you for your assistance in this matter.

Needolae F. Damoutater/ra

Very truly yours,

Nicholas F. Tsamoutales

NFT/rn Encls.

#### ARTICLES OF INCORPORATION

OF

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#### WORLD BEAT MANAGEMENT GROUP, INC.

SLUKĒTARY OF STATE TALLAHASSEE, FLORIDA

THE UNDERSIGNED subscriber of these Articles of Incorporation, a natural person, competent to contract, forms a corporation under the laws of the State of Florida, and further agrees to the following conditions of said corporation.

#### **ARTICLE 1**

#### **NAME**

The name of the corporation is: **WORLD BEAT MANAGEMENT GROUP, INC.** 

#### ARTICLE II

#### **DURATION**

This corporation shall have perpetual existence commencing the date of the filing of these Articles.

#### ARTICLE III

#### <u>PURPOSE</u>

This corporation is organized for the purpose of transaction of any or all lawful business.

#### **ARTICLE IV**

#### **AUTHORIZED STOCK**

This corporation is authorized to issue fiftu thousand (50,000) shares of common stock having a par value of one cent (\$ .01) per share.

#### ARTICLE V

#### **VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares of stock.

#### ARTICLE VI

#### INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is 961 Riviera Point Drive, Rockledge, FL 32955; and the name of the initial registered agent of this corporation is Nicholas F. Tsamoutales, 5240 Babcock Street, NE, Suite 307, Palm Bay, FL 32905.

#### ARTICLE VII

#### **INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws. The name and address of the initial Board of Directors of this corporation is:

NAME	ADDRESS
1 1/ 1/ 1/ 1/ 1/	1 LD I LLDQ

James A. Tsamoutales
961 Riviera Point Drive
Rockledge, FL 32955

Lorilee Tsamoutales 961 Riviera Point Drive Rockledge, FL 32955

#### ARTICLE VIII

#### <u>INCORPORATOR</u>

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

James A. Tsamoutales

961 Riviera Point Drive Rockledge, FL 32955

#### **ARTICLE IX**

#### **OFFICERS**

The officers of the corporation shall initially consist of a President and a Secretary/Treasurer. Others may be provided for in the By-Laws. The name of the persons who are to initially serve as such officers are:

O	F	F	$\mathbf{C}$	F.		

<u>NAME</u>

President

James A.. Tsamoutales

Secretary/Treasurer

Lorilee Tsamoutales

#### ARTICLE X

#### RESTRICTIONS ON TRANSFER OF STOCK

The shares of Capital Stock of this corporation shall be issued initially to the following person and in the amount set forth herein:

**NAME** 

**SHARES** 

James A.. Tsamoutales

100

Lorilee Tsamoutales

100

Shareholders shall not divest themselves of any of the shares without first giving all the other shareholder/s the opportunity to purchase the shares of stock to be sold.

Other shareholders shall have thirty (30) days from the date of the offer to sell, to either

reject or purchase the shares offered for sale. The terms, agreements and conditions for offering and/or acceptance for the sale of such shares among and between the shareholders shall be more specifically defined in the By-Laws of the corporation.

#### ARTICLE XI

#### PREEMPTIVE RIGHTS

Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including, but not limited to, cash, other property, services, the acquisition of other corporations' shares or property through merger of the extinguishment of debts. Preemptive rights shall apply to the re-issuance of all redeemed or otherwise acquired shares, including the re-issuance of treasury shares.

This article pertaining to preemptive rights may not be amended or deleted without the majority vote of the shareholders of each affected class.

No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be approved by the vote of a majority of the shareholders of the corporation.

These preemptive rights shall apply to any corporation obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

#### ARTICLE XII

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## MANAGEMENT OF THE CORPORATION BY THE BOARD OF DIRECTORS

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All management powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors of this corporation.

IN WITNESS WHEREOF, the undersigned subscribing incorporation has executed these Articles of Incorporation this 20 day of November 2006.

STATE OF FLORIDA COUNTY OF BREVARD

. . . .

The foregoing Articles of Incorporation were acknowledged before me this <u>20</u> day of <u>November</u>, 2006, by JAMES A. TSAMOUTALES who is personally known to me.

Ruth A. Napier, NOTARY PUBLIC Commission Expires: 10/30/2010

NOTARY PUBLIC-STATE OF FLORIDA
Ruth A. Napier
Commission # DD598302
Expires: OCT. 30, 2010
BONDED THRU ATLANTIC BONDING CO., INC.

#### ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in Article VI of these Articles of Incorporation, 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 position as Registered Agent.

NICHOLAS'F. TSAMOUTALES 5240 Babcock Street, NE, Suite 307

Palm Bay, FL 32905 (321) 727-1111

DATE: //-20-06