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SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 NOV - 1 PM 4:38

for 11/2/07

COVER LETTER

SECRETARY OF STATE
DIVISION OF CORPORATIONS

07 NOV -1 PM 4:38

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

SUBJECT: X-KLUSIV RECORDS AND ENTERTAINMENT, INC
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (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
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: SERGE R WAINER

Name (Printed or typed)

5765 SPINDLE PALM COURT, SUITE 29B

Address

DELRAY BEACH, FL 33484

City, State & Zip

561-929-3344

Daytime Telephone number

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

ARTICLES OF INCORPORATION
IN COMPLIANCE WITH CHAPTER 607 AND/OR 621, F.S. (PROFIT)

FLORIDA
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLE I NAME

The name of the corporation shall be:

X-KLUSIV RECORDS AND ENTERTAINMENT, INC

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is:

18800 NW 2nd Avenue
Suite 223
Miami, FL 33169

ARTICLE III PURPOSE

The purpose for which the corporation is organized is any and all lawful business.

ARTICLE IV SHARES

The number of shares of stock is:

1000 Class A, Non Par Value, Common, Voting Shares

500,000 Class B, Par Value, Non Voting, Non Participating, Cumulative, Non Convertible, Redeemable, Non Transferable, Preferred Shares having the following rights and preferences:

Par Value: Said Preferred Shares shall have a Par Value of One Dollars (\$1.00) per Preferred Share.

Voting: Holders of said Preferred Shares shall not be allowed to vote at nor to receive Notice of Meetings of the Board of Directors of the Company or of the Shareholders of the Company, except for Meetings of the Holders of said Preferred Shares as and whenever called by the President.

Dividends: Holders of said Preferred Shares shall be entitled to receive cumulative, annual dividends equal to a sum of money calculated by taking the ratio of the number of said Preferred Shares held by the Holder to the total number of said

Preferred Shares authorized by the Corporation, whether issued and outstanding or not, and multiplying said ratio by fifty percent (50%) of the net after-tax profit of the Corporation, as determined by the auditor thereof, the whole in preference to any distribution being made to holders of any other Shares of the Corporation.

Distribution of Assets: Upon liquidation or sale of the assets of the Corporation, holders of Preferred Shares shall be entitled to receive, in priority to any other Shareholders, the distribution of the assets of the Corporation, or the value thereof, in proportion to their holdings and up to the Par Value of the said Preferred Shares and any Cumulative Dividends accrued but not yet paid thereon.

Redemption: Upon Resolution of the Board of Directors, the Corporation may redeem any and/or all of the issued and outstanding Preferred Shares of the Corporation by paying to the Holders thereof an amount equal to the Par Value of the said Shares plus any and all accumulated dividends due and not yet paid as at the date of redemption.

Transferability: No Holder of Preferred Shares of the Corporation shall be permitted to transfer, gift, will, sell, assign or in any other way dispose of any of the said Shares without the express approval of the Board of Directors as expressed by Resolution thereof passed at a Meeting of the Board especially called for that purpose. Should the Board of Directors refuse said permission the Corporation shall be obliged, within twelve (12) months of said refusal, to redeem the said shares at the Redemption price specified above.

Convertibility: Preferred Shares may not be converted to any other Shares of the Corporation.

Participation: Except as herein permitted, holders of Preferred Shares of the Corporation shall not be permitted to participate in any distribution of dividends or assets of the Corporation.

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

DIEUSEUL FRANCOIS
141 NW 189 STREET
MIAMI, FL 33169
Director, President, Secretary and Treasurer

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:

SERGE R WAINER
5765 SPINDLE PALM COURT
SUITE 29B
DELRAY BEACH, FL 33484-2073

SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE VII INCORPORATOR

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The name and address of the Incorporator is:

SERGE R WAINER
5765 SPINDLE PALM COURT
SUITE 29B
DELRAY BEACH, FL 33484-2073

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Serge R Wainer / Registered Agent

10-10-07

Date



Serge R Wainer / Incorporator

10-10-07

Date