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## FLORIDA PROFIT/NON PROFIT CORPORATION

MILLENIUM-RECORDS ENTERTAINMENT, CORP.

|                       |         |
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ARTICLES OF INCORPORATION  
OF

MILLENUM RECORDS ENTERTAINMENT CORP.

THE UNDERSIGNED SUBSCRIBER (S) TO THESE ARTICLES OF INCORPORATION, NATURAL PERSON (S) COMPETENT TO CONTRACT, HEREBY FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I - CORPORATE NAME

THE CORPORATE NAME OF THE CORPORATION IS:

MILLENUM RECORDS ENTERTAINMENT CORP.

ARTICLE II - PRINCIPAL OFFICE

1155 BRICKELL BAY DRIVE # 2509, MIAMI, FL. 33131

ARTICLE III - PURPOSE

THE CORPORATION IS ORGANIZED FOR THE PURPOSE OF ENGAGING IN ANY ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE IV - CAPITAL STOCK


THE CORPORATION IS AUTHORIZED TO ISSUE ONE HUNDRED SHARES (100) OF ONE DOLLAR (\$1.00) PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED "COMMON SHARES". TO BE DISTRIBUTED AS FOLLOW: LESTER DELGADO 50%, AND ERIC REYES 50%.

ARTICLE V - INITIAL REGISTER OFFICE AND AGENT

THE NAME AND STREET ADDRESS OF THE INITIAL REGISTER AGENT OF THIS CORPORATION IS:

|            |                                  |
|------------|----------------------------------|
| NAME       | : LESTER DELGADO                 |
| ADDRESS    | : 1155 BRICKELL BAY DRIVE # 2509 |
| CITY/STATE | : MIAMI, FL. 33131               |

I LESTER DELGADO HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTER AGENT FOR SAID CORPORATION.

  
\_\_\_\_\_  
LESTER DELGADO (SEAL)

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#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE (2) DIRECTOR (S) INITIALLY. THE NUMBER OF DIRECTORS MAY EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BYLAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE NAME AND ADDRESSES OF THE INITIAL DIRECTOR (S) OF THE CORPORATION ARE AS FOLLOWS:


|            |                                   |                                  |
|------------|-----------------------------------|----------------------------------|
| NAME       | : ERIC REYES                      | TITLE: PRESIDENT                 |
| ADDRESS    | : 1155 BRICKELL BAY DRIVE # 2509. |                                  |
| CITY/STATE | : MIAMI, FL. 33131                |                                  |
| NAME       | : LESTER DEGADO                   | TITLE: VICE PRESIDENT/ SECRETARY |
| ADDRESS    | : 1155 BRICKELL BAY DRIVE # 2509  |                                  |
| CITY/STATE | : MIAMI, FL. 33131                |                                  |


#### ARTICLE VII - INCORPORATORS

THE NAMES AND ADDRESSES OF THE PERSON (S) SIGNING THESE ARTICLES OF INCORPORATION ARE AS FOLLOWS:

|            |                                   |                                  |
|------------|-----------------------------------|----------------------------------|
| NAME       | : ERIC REYES                      | TITLE: PRESIDENT / SECRETARY     |
| ADDRESS    | : 1155 BRICKELL BAY DRIVE # 2509. |                                  |
| CITY/STATE | : MIAMI, FL. 33131                |                                  |
| NAME       | : LESTER DEGADO                   | TITLE: VICE PRESIDENT/ SECRETARY |
| ADDRESS    | : 1155 BRICKELL BAY DRIVE # 2509  |                                  |
| CITY/STATE | : MIAMI, FL. 33131                |                                  |

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER (S) HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 5<sup>th</sup> DAY OF FEBRUARY 2008.

  
ERIC REYES (SEAL)

  
LESTER DEGADO (SEAL)