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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**BAD GUYS MUSIC GROUP, INC.**

**The name of this corporation is:**

**BAD GUYS MUSIC GROUP, INC.**

**The address of the Principal Office of the Corporation is:**

3215 SW 52<sup>ND</sup> AVENUE  
HOLLYWOOD FL 33021

**The mailing address of the Corporation is:**

3215 SW 52<sup>ND</sup> AVENUE  
HOLLYWOOD FL 33021

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

**The street address of the initial registered office of this Corporation is:**

14951 ROYAL OAKS LANE  
APT 1804  
MIAMI, FL 33181

and the name of the initial registered agent of this corporation at such address is:

**JONATHAN R. BLACK**

#09 000 004 906

## ARTICLE V - INCORPORATORS

**The name and address of the initial incorporator of this Corporation is:**

CLEMENTA L JOHNSON  
3215 SW 52<sup>ND</sup> AVENUE  
HOLLYWOOD FL 33021

## ARTICLE VI - BOARD OF DIRECTORS AND OFFICERS

The number of directors and officers may be either increased or decreased from time to time as provided in the By-laws but shall never be less than one. The names and addresses of the initial directors and officers of this Corporation are:

CLEMENTA L JOHNSON  
3215 SW 52<sup>ND</sup> AVENUE  
HOLLYWOOD FL 33021

## ARTICLE VII - PURPOSE

This corporation is organized for the purposes of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the Florida General Corporation Act, except a commercial banking, safe deposit, trust, insurance, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition, unless prior regulatory approval is obtained, and to engage in any business or transaction deemed necessary, convenient or incidental to carrying out any of such business within or without the United States.

## ARTICLE VIII - POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, including specifically the power of make loans or advances, to purchase any stock, other securities or evidences of indebtedness or make any investment or acquire any interest whatsoever in, or to be a promoter, incorporator, general partner, limited partner member, associated or manager of any other person, corporation, association, partnership, limited partnership, joint venture, trust or other enterprise; to become an accommodation obligor, maker, guarantor, and mortgagor, with or without consideration, in connection with the obligations and indebtedness, both part and future, of any other person, corporation, association, partnership or limited partnership, even though such obligations and indebtedness are not related to or do not tend to promote this

Corporation business; and to endorse, guarantee and secure, with or without consideration to this Corporation, the payment of the obligations and indebtedness, both past and future, of any other persons, corporations, associations, and partnership and for these purposes to execute and deliver with or without consideration, such promissory notes, guarantees, mortgages, chattel mortgages, assignments, or other instruments as it may deem advisable.

#### ARTICLE IX - DIRECTOR - CONFLICT OF INTEREST

No contract or other transaction between this Corporation and one or more of its directors, or between this Corporation and any other corporation, firm, association of other entity in which one or more of the directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or her votes are counted for such purposes if:

(a) The fact of such relationship of interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(b) The fact such relationship of interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by Board, committee or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

#### ARTICLE X - INDEMNIFICATION

Any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or in the right of the Corporation, brought to impose any liability or penalty on such person for any action or acts alleged to have been committed (including alleged omissions or failures to act) by such person in his or her capacity as director, officer, employee, or agent of the Corporation, or of any other enterprise which he or she served as such at the request of the Corporation, or of any other enterprise which he or she served as such at the request of the Corporation, shall be indemnified by the Corporation, unless the conduct of such person is finally adjudged to have been grossly negligent or to constitute willful misconduct, against judgments, fines, reasonable amounts paid in settlement, and reasonable expenses, including attorney fees actually and necessarily incurred as a result of such action, suit, or proceedings, including

## ARTICLE XI - NO PREEMPTIVE RIGHTS

## ARTICLE XII - DURATION

IN WITNESS WHEREOF, the undersigned has executed these ARTICLES OF INCORPORATION this 8 day of January, 2009

Clementa L. Johnson  
CLEMENTA L JOHNSON  
INCORPORATOR-DIRECTOR

H09000004906

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **BAD GUYS MUSIC GROUP, INC.** at the place designated in the Articles of Incorporation, **JONATHAN R. BLACK** hereby agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 Florida Statute (1981), relative to keeping open such office until such time as he shall notify the Corporation of his resignation.

DATE THIS 8 DAY OF January, 2009

  
JONATHAN R. BLACK

APPROVED  
AND  
FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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