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8/21/09

JACOBI & KLEIN, P.A.
ENTERTAINMENT LAW

ALLEN JACOBI

MARJORIE KLEIN

SAJANI DESAI

August 17, 2009

Via First Class Mail

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

Re: Articles of Incorporation for SBR Studios, Inc.

To Whom It May Concern:

Enclosed herewith please find one (1) original and (1) copy of the Articles of Incorporation for SBR Studios, Inc., along with a check for Seventy-Eight Dollars and Seventy-Five Cents (\$78.75) to cover the filing fee and certificate of status.

Please return all future correspondence concerning this matter to the following:

Marjorie Klein, Esq.
Jacobi & Klein, P.A.
11077 Biscayne Blvd., Suite 200
Miami, FL 33161
marjorie@jacobiandklein.com

Should you have any questions or require further information regarding the enclosed Articles of Incorporation, please do not hesitate to contact me.

Thank You,

Marjorie Klein

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**ARTICLES OF INCORPORATION
OF
SBR STUDIOS, INC.
A FLORIDA CORPORATION**

The undersigned subscriber(s) to these Articles of Incorporation is a natural person competent to contract and hereby forms a Corporation for profit pursuant to the provisions of the Law of Florida for the purposes set forth below.

Article I
Name

The name of the Corporation is SBR Studios, Inc.

Article II
Principal Office and Address

The address of the principal office of the Corporation is 6157 NW 167th St., Suite F-2, Miami Lakes, FL 33015, and the mailing address is the same.

Article III
Purpose

In addition to the powers authorized by the laws of the State of Florida for corporations, the general nature of the business or businesses to be transacted, and which the corporations is authorized to transact, shall be as follows:

- (a) To engage in the business of a recording studio and to perform all activities in relation thereto;
- (b) To engage in any other activity or business authorized under the Florida Statutes;
- (c) In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do;
- (d) To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired;
- (e) To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts;
- (f) To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or

otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit; and

(g) To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

Article IV Incorporators

The name(s) and street address(es) of the incorporator(s) of the Corporation is/are:

Juan Jimenez
6157 NW 167th St.
Suite F-2
Miami Lakes, FL 33015

Article V Officers

The names and addresses of the officers of the Corporation are:

Juan Jimenez, President
6157 NW 167th St.
Suite F-2
Miami Lakes, FL 33015

Article VI Authorized Shares

6.1 The maximum number of shares that the Corporation is authorized to have outstanding five hundred (500) shares of common stock, each share having the par value of one dollars (\$1.00).

6.2 All Shareholders of common stock shall be identical with each other in every respect and the holders of common stock shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

6.3 All Shareholders of common stock, upon the dissolution of the Corporation, shall be entitled to receive net assets of the Corporation.

Article VII
Management by Shareholders

The business of the Corporation shall be managed by the shareholders without a board of directors. The Corporation shall initially consist of one (1) shareholder. This number may be increased or decreased in accordance with the Corporation's bylaws. The names, addresses and shares of the initial shareholders are:

Juan Jimenez
6157 NW 167th St.
Suite F-2
Miami Lakes, FL 33015

Article VIII
Sub-Chapter S Corporation

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended ("IRS Code").

8.1 The shareholders of the Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the IRS Code, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After the Corporation has elected to be an S Corporation, none of the shareholders of the Corporation, without written consent of all the shareholders of the Corporation, shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the IRS Code.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by the Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

Article IX
Shareholders' Restrictive Agreement

All of the shares of stock of the Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

Article X
Powers of Corporation

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

Article XI
Term of Existence

The Corporation shall have perpetual existence.

Article XII
Registered Owner(s)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

Article XIII
Registered Office and Agent

The initial registered office of the Corporation shall be located at 11077 Biscayne Blvd., Suite 200, Miami, FL 33161. The initial registered agent of the Corporation at that address shall be Jacobi & Klein, P.A.

Article XIV
Bylaws

The shareholders of the Corporation shall have the power to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of shareholders equal to a majority of the number who would constitute 100% of shareholders at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

Article XV
Effective Date

These Articles of Incorporation shall be effective immediately upon approval of the Florida Secretary of State.

Article XVI
Amendment

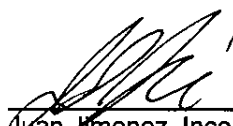
The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

Article XVII
Indemnification

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party

because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

IN WITNESS WHEREOF, we have subscribed our names as of this ____ day of August, 2009.

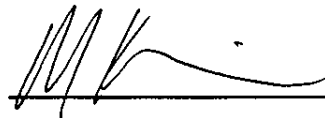


Juan Jimenez, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Jacobi & Klein, P.A., having a business office identical with the registered office of the Corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

JACOBI & KLEIN, P.A.

By: 

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