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T.J.H.

**ARTICLES OF INCORPORATION
OF
6FL MUSIC GROUP, INC.**

The undersigned INCORPORATOR of **6FL MUSIC GROUP, INC.**; a Florida S Corporation ("hereinafter referred to as the "Company,") under and pursuant to the provisions of the Statutes Chapter §607 of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE 1 – NAME

The name of the Company is **6FL MUSIC GROUP, INC.** ("hereinafter referred to as the "Company.")

ARTICLE 2 – ADDRESS

The principal address of business of the Company is 508 South High Street DeLand, FL 32720.

The Company may have other place(s) of business both within and without the State of Florida, and in foreign countries, as may be necessary and convenient.

ARTICLE 3 – EFFECTIVE DATE

These Articles of Incorporation are made and effective upon the approval of the Secretary of State of the State of Florida.

ARTICLE 4 – DURATION

The Company shall have perpetual existence.

ARTICLE 5 – STATEMENT OF PURPOSES AND POWERS

The purpose of the Company is to engage or transact in any and all lawful (business) activity(ies) as may from time to time for which is not prohibited by law or by these Articles of Incorporation.

Further, the Company shall have and may exercise all the rights, powers and privileges now or hereafter conferred upon corporations organized under the laws of the State of Florida and in addition may do everything necessary, suitable, proper for, or incident to, the accomplishment of any of these corporate purposes.

The Company shall have the following purposes and exercise the following specific powers:

- To Deal in Real Property. To acquire, hold, own, improve, manage, operate, let as lessor, sell, convey or mortgage, or otherwise deal with, either alone or in conjunction with others, real estate of every right, title or interest, character and description whatsoever and wheresoever situated.
- To Borrow Funds. To borrow or raise monies for any of the purposes of the Company set forth in this Articles of Incorporation, and, from time to time, without limit as to amount, to execute, accept, endorse, and deliver as evidence of such borrowing, all kinds of securities, including, but without limiting the generality thereof, promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment and full performance of such securities by mortgage on, or pledge, conveyance or assignment in trust of, the whole, or any part of the assets of the Company.
- To Own Subsidiaries. Company and each Company Subsidiary is duly qualified to do business in each jurisdiction where the nature of its business or its ownership or leasing of its properties make such qualification necessary.
- Other Business. Notwithstanding any other duty existing at law or in equity, Company may engage in or possess an interest in other business ventures (unconnected with the Company) of every kind and description, independently or with others.

All the foregoing listed powers and/or purposes of the Company are both purposes and powers of the Company and shall be construed as such.

ARTICLE 6 – INCORPORATOR

The name of the Incorporator is 6FL Music Group having his office at 1001 Brickell Bay Drive Suite 2700 Miami-Brickell, FL 33131 (hereinafter referred to as the "Incorporator.")

FOR THE INCORPORATOR,



Ronald Charles

ARTICLE 7 – COMPANY ADMINISTRATION/MANAGEMENT

The Management of all the affairs, property and interest of the Corporation shall be vested in the Board of Directors, Officers and Outside Consultants.

- **Board of Directors:** The Board of Directors is responsible for overseeing the operations of this Company and assuring the Company's conformance with the law.
- **The Officers:** The Officers of the Company shall be a President, one or more Vice- Presidents (one of more of whom may be Executive Vice-President.) a Secretary and a Treasurer/CFO.
- **Administrative Staffs:** At the request of Officer, Company shall provide Executive with reasonable access to office help, equipment and supplies, and other facilities and services suitable to Executive's position and adequate for the performance of his duties.
- **Outside Professional Consultants:** The Officers and the Board of Directors may utilize the services of Outside Consultants (either licensed or Certified and/or both,) in their respective field of profession, to assist in negotiations, recommendations and other services that deemed necessary with respect to the daily affairs of the Company.

ARTICLE 8 – BOARD OF DIRECTORS

The Board of Director shall consist of at least One (1) person(s.) who shall be adults, and whose qualifications shall be the same as those for membership in the Company.

For the purpose of this Articles of Incorporation, the Board of Directors of the Company shall have the exclusive power and authority to administer and amend this Articles of Incorporation.

The name and address of each initial Board of Directors is as follows:

<u>Name</u>	<u>Address:</u>
Jermaine Willingham, Chairman/CEO	508 South High Street DeLand, FL 32720

The number of Directors may at any time be increased or decreased by amendment of these Articles of Incorporation, but no decrease shall have the effect of shortening the term of any incumbent Director.

ARTICLE 9 – OFFICER(S) AUTHORITY

The exclusive authority to manage the Company is vested in the Board of Directors that is to elect and/or appoint by the Board of Directors.

Any Person(s) executing, on behalf of the Company, is hereby authorized and directed to take any action

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the Officer(s) deem necessary and appropriate to effectuate the terms of this Articles of Incorporation, which shall operate in substantially the same manner as, and has substantially the same rights, powers, privileges, duties, and responsibilities.

The name and address of each initial Officer(s) is as follows:

<u>Name</u>	<u>Address:</u>
Jermaine Willingham, Chairman/CEO	508 South High Street DeLand, FL 32720

ARTICLE 10 – REGISTERED AGENT

The name of the Registered Agent is 6FL Music Group having his office at 1001 Brickell Bay Drive Suite 2700 Miami-Brickell, FL 33131 (hereinafter referred to as the "Registered Agent")

FOR THE REGISTERED AGENT,



Ronald Charles

ARTICLE 11 – CAPITAL STOCK

The Company is authorized to issue One Thousand (1,000) share having a par value of One Cent (\$0.01)

ARTICLE 12 – INDEMNIFICATION

The Company shall indemnify, defend and hold harmless the Sole Member and the Manager, and any of such party's officers, directors, managers, employees, successors and assigns (each, an "Indemnified Party") to the maximum extent permitted by applicable law from and against any and all actual or alleged losses, claims, damages, liabilities, costs or expenses (collectively, "Damages") of any nature whatsoever, including attorneys' fees, arising out of or in connection with any action taken or omitted by the Indemnified Party pursuant to authority granted by, or otherwise in connection with this Agreement. Any indemnity under this Section shall be paid out of, and to the extent of, Company assets only, including insurance proceeds if available.

All expenses reasonably incurred by an Indemnified Party in connection with a threatened or actual action or proceeding with respect to which such Indemnified Party is or may be entitled to indemnification under this Section shall be advanced or promptly reimbursed by the Company to such Indemnified Party in advance of the final disposition of such action or proceeding upon receipt of an undertaking by such Indemnified Party or on such Indemnified Party's behalf to repay the amount of such advances, if any, as to which such Indemnified Party is ultimately found not to be entitled to indemnification or, where indemnification is granted, to the extent such advances exceed the indemnification to which such Indemnified Party is entitled.

The Company may, but need not, maintain insurance ensuring the Company or persons entitled to indemnification under this Section for liabilities against which they are entitled to indemnification under this Section or insuring such persons for liabilities against which they are not entitled to indemnification under this Section.

The indemnification provided by this Section shall not be deemed exclusive of any other rights to which any person covered hereby may be entitled other than pursuant to this Section. The Company is authorized to enter into agreements with any such person or persons providing them with the rights to indemnification or advancement of expenses in addition to the provisions therefor in this Section to the full extent permitted by law.

The Company, in such instances and to such extent as shall be determined by the Manager, may

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indemnify and advance expenses to an employee or agent of the Company to the same extent and subject to the same conditions under which the Company may indemnify and advance expenses to the Sole Member and the Manager under this Section; and the Company may indemnify and advance expenses to persons who are not or were not employees or agents of the Company, but who are or were serving at the request of the Company as a manager, director, officer, partner, venture, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic limited liability company, corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise against any liability asserted against him and incurred by him in such a capacity or arising out of such person's status as such a person to the same extent that the Company may indemnify and advance expenses to the Sole Member or the Manager under this Section.

ARTICLE 13 – AMENDMENTS

These Articles of Incorporation may be amended at any time in the manner provided by the laws adherent to the jurisdiction of the State of Florida.

ARTICLE 14 – ACCEPTANCE OF REGISTERED AGENT

Have been named to accept service process for **6FL MUSIC GROUP, INC.**; at the place designated in the Articles of Incorporation, I hereby accept the appointment as registered agent and agrees to in such capacity. I further agree to comply with the provisions of all statutes and/or laws relating to the proper and complete performance of its duties.

FOR THE REGISTERED AGENT,



Ronald Charles

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