

P95000001976

1/09/95

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM

11:30 AM

((H95000000271)) ELECTRONIC FILING COVER SHEET  
TO: DIVISION OF CORPORATIONS FROM: ACE INDUSTRIES, INC.  
DEPARTMENT OF STATE 54 NW 11TH ST  
STATE OF FLORIDA MIAMI FL 33136-2890  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399 CONTACT: LYNN FRIEDMAN  
FAX: (904) 922-4000 PHONE: (305) 358-2571  
FAX: (305) 358-7832

((H95000000271)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: LOCK-JAW RECORDS, INC.  
FAX AUDIT NUMBER: H95000000271 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 01/09/1995 TIME REQUESTED: 11:29:57  
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Online

29:11:52

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FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

December 14, 1994

LOCK-JAW RECORDS  
3606 PATINA DRIVE  
TAMPA, FL 33619

Subject: LOCK-JAW RECORDS

REGISTRATION NUMBER: Q94287000183

Pursuant to your request, we are enclosing a certificate for the above fictitious name registration.

Should you have any questions regarding this matter you may contact our office at (904) 487-6058.

Yvette McGee  
Certification Section

Letter No. 594A00052985

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6 INDUSTRIES, INC.

14 NW 11th Street

Miami, FL 33136

305-358-2571

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ARTICLES OF INCORPORATION  
OF  
LOCKJAW RECORDS, INC.

ARTICLE I - NAME

The name of this corporation is :

LOCKJAW RECORDS, INC.

ARTICLE II - PRINCIPAL OFFICE/ADDRESS

The address of the Principal Office of the Corporation is:

6514 N. 40TH STREET, SUITE A  
TAMPA, FLORIDA 33610

The mailing address of the Corporation is:

6514 N. 40TH STREET, SUITE A  
TAMPA, FLORIDA 33610

ARTICLE III - CAPITAL STOCK

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

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

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

317 N.W. 103RD TERRACE  
PEMBROKE PINES, FLORIDA 33028

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

JONATHAN R. BLACK

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**ARTICLE V - INCORPORATOR**

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

REGGIE L. LEWIS  
3003 PATINA DRIVE  
TAMPA, FLORIDA 33610

**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:

REGGIE L. LEWIS  
3606 PATINA DRIVE  
TAMPA, FL. 33619

KEVIN CAMPBELL  
3002 E. POWHATTAN  
TAMPA, FL. 33610

**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, 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 Corporations business; and to endorse, guarantee and secure, with or without consideration to this Corporation, the payment of the obligations and

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indebtedness, both past and future, of any other persons, corporations, associations, and partnerships and for those 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 or other entity in which one or more of the 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 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

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

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Including any appeal thereof. The corporation shall pay such expenses, including attorneys fees in advance of the final disposition of any such action, suit or proceeding upon receipt of an undertaking satisfactory of the Board of Directors by or on behalf of such person to repay such amount, unless it shall ultimately be determined that he or she is entitled to indemnification by the Corporation for such expense. Indemnification hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person. The Board of Directors may authorized the purchase and maintenance of insurance on behalf of any person who is or was a director, officer, employee, or agent of another Corporation, partnership, limited partnership, joint venture, trust, or other enterprise against liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability hereunder.

ARTICLE IX - NO PREEMPTIVE RIGHTS

Except as to such agreement as the shareholders may execute, no stockholders of this corporation shall, because of his or her ownership of stock have any preemptive or other right to purchase, subscribe for or take any part, pro-rate or otherwise, of any securities, equity, debt or otherwise, or options, rights or warrants to purchase and such securities issued or sold by this Corporation, whether for cash or for property, and whether now or hereafter authorized.

ARTICLE XII - DURATION

The duration of the Corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

IN WITNESS WHEREOF, the undersigned has executed these ARTICLES OF INCORPORATION this 6th day of January, 1985

Reggie Lewis  
REGGIE L. LEWIS  
INCORPORATOR-DIRECTOR

D.L. # L 200-732-69-166-0

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STATE OF FLORIDA

COUNTY OF DADE SS:

The foregoing instrument was acknowledged before me this 6th day of January, 1995, by the following person(s).

REGGIE L. LEWIS

*Elaine Black*

NOTARY PUBLIC

My Commission Expires



OFFICIAL SEAL  
ELAINE BLACK  
My Commission Expires  
March 16, 1997  
Comm. No. CC 200222

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for LOCKJAW RECORDS, 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.

DATED THIS 2<sup>nd</sup> DAY OF January, 1985.

  
JONATHAN R. BLACK

1/20/85

P. 08

ACE INDUSTRIES/PRINTING-CORP K1T

305 358 7832

01-09-1995 12:11



P95000 LOCK-JAW 1976



RECORDS

1-02-96

*Make  
change  
amend*

To whom it may concern,  
This is the Ammendment of the new LOCK JAW ENTERPRISES  
also included is the resignation of the previous owner  
should you have any futher questions please contact the  
following person.

FILED  
96 FEB -5 PM 2:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THANK YOU KINDLY

*V. Monte F. Bradley*  
V. MONTE F. BRADLEY

400001682034  
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\*\*\*\*\*96.25 \*\*\*\*\*96.25

*00789, 00524, 00547, 00167, 00706  
\*00789, 00721, 00524, 00547, 00672*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 29, 1996

Varonte F. Bradley  
Lock-Jaw Records  
6514 N. 40th St., Suite A  
Tampa, FL 33610

SUBJECT: LOCKJAW RECORDS, INC.  
Ref. Number: P95000001976

We have received your document for LOCKJAW RECORDS, INC. and your check(s) totaling \$96.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

Please delete the new name "Lock Jaw Records Enterprises, Inc. from the second sentence in the heading and state in the paragraph marked "first" that you are changing the name to "Lock Jaw Records Enterprises Inc." Please note that the old name is all one word and correct the name on the document. If you wish to file your resignation letter with our office the fee will be an additional \$35.00. You may change or delete officers on the 1996 annual report instead of filling the resignation form.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan  
Corporate Specialist

Letter Number: 796A00003752



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 18, 1996

Lock-Jaw Records  
6514 N. 40th St.  
Suite A  
Tampa, FL 33610

SUBJECT: LOCKJAW RECORDS, INC.  
Ref. Number: P95000001976

We have received your document for LOCKJAW RECORDS, INC. and your check(s) totaling \$96.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

Please put the "old" name in the heading under Articles of Amendment. Please show the name change in the first paragraph. The new name will need a corporate suffix such as Inc., Incorporated, Company, Co., Corp etc. If you wish to file your resignation letter with our office the fee will be an additional \$35.00. You may delete or change officers on your 1996 annual report instead of filing the resignation form.

The document must be signed by the chairman, any vice chairman of the board of directors, president, or another of its officers.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan  
Corporate Specialist

Letter Number: 796A00002347



**FOURTH: Adoption of Amendment(s) (CHECK ONE)**

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.  
*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by Lock Jaw Records Inc. voting group."

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 2 of January, 19 96

Signature Kevin Campbell  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Kevin Campbell (CEO)  
Typed or printed name

~~Kevin Campbell~~ CEO  
Title