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LAW OFFICES OF  
NEIL A. KATIMS  
ATTORNEY AT LAW

9485 SUNSET DRIVE  
SUITE 402  
MIAMI, FLORIDA 33173

TELEPHONE  
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March 13, 1995

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

Re: C.E.C. Records, Inc.

900001442793  
-03/29/95--01065--002  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Division of Corporations:

Enclosed please find the following:

1. Original and one copy of Articles of Incorporation of the above named Corporation;
2. My office check in the sum of \$122.50, payable to the Secretary of State.

Please certify and return to the undersigned the enclosed copy of the Articles of Incorporation. Kindly advise me of the filing date and do not hesitate to call upon me with any questions or comments.

Very truly yours,

*Neil A. Katims*

Neil A. Katims

FILED  
MAR 29 PM 3:38  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

C.E.C. Records, Inc.

FILED  
95 MAR 29 PM 3:38  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purposes of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the Corporation is:

C.E.C. Records, Inc.

ARTICLE TWO

The duration of the Corporation is perpetual.

ARTICLE THREE

The general purposes for which the Corporation is organized are the following:

- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE FOUR

The aggregate number of shares which the Corporation is authorized to issue is ONE HUNDRED (100) SHARES of common stock. Such shares shall be of a single class and shall have be of one dollar (\$1.00) par value per share.

ARTICLE FIVE

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

1431 N.W. 123 Terrace  
Pembroke Pines, Florida 33026

The initial place of business is:

1431 N.W. 123 Terrace  
Pembroke Pine, Florida 33026

The name of the initial Registered Agent is:

NEIL A. KATIMS, Esquire

The address of the Registered Agent is:

9485 Sunset Drive  
Suite A292  
Miami, Florida 33173

#### ARTICLE SIX

The number of Directors constituting the initial Board of Directors is One (1). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than one (1). The name and address of each initial Director of the Corporation is as follows:

CARRIE McSHAN  
1431 N.W. 123 Terrace  
Pembroke Pines, Florida 33026

#### ARTICLE SEVEN

The name and address of each Incorporator is as follows:

NEIL A. KATIMS  
9485 Sunset Drive  
Suite A292  
Miami, Florida 33173

#### ARTICLE EIGHT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

#### ARTICLE NINE

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

ARTICLE TEN

The power to adopt, alter, amend, and repeal the By-aws shall be vested in the Board of Directors, but all alterations, amendments, and repeals must be approved by a majority of the Shareholders.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 13 day of March, 1995.

Neil A. Katims  
NEIL A. KATIMS, Incorporator

STATE OF FLORIDA )  
                          ) ss:  
COUNTY OF DADE    )

BEFORE ME, personally appeared NEIL A. KATIMS, to me well known to be the person described herein/or who produced: \_\_\_\_\_, as identification, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 13 day of March, 1995.



GISELA M. CERRA  
My Commission CC425006  
Expires Dec. 12, 1996  
Bonded by HAI  
800-422 1556

Gisela M. Cerra  
NOTARY PUBLIC, State of Florida  
Gisela M. Cerra

My commission expires:

FILED  
95 MAR 29 PM 3:38  
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

FIRST--That C.E.C. Records, Inc., desiring to organize or qualify  
under the laws of the State of Florida, with its principal place of  
business at the City of Miami Beach, County of Dade, State of Florida,  
has named:

NEIL A. KATIMS  
Attorney at Law  
9485 Sunset Drive  
Suite A292  
Miami, Florida 33173

as its agent to accept service of process within Florida.

DATED this 13 day of March, 1995.

Neil A. Katims  
NEIL A. KATIMS, Incorporator

ACCEPTANCE

Having been named to accept service of process for the above stated  
Corporation, at the place designated in this certificate, I hereby agree  
to act in this capacity, and I further agree to comply with the  
provisions of all statutes relative to the proper and complete  
performance of my duties.

DATED this 13 day of March, 1995.

Neil A. Katims  
NEIL A. KATIMS, Registered Agent