

APR-19-1995 11:48 FROM EMPIRE

TO

19049224000 P.01

P95000030702

S

12:23 AM

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET  
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY  
DEPARTMENT OF STATE 1492 W FLAGLER ST  
STATE OF FLORIDA SUITE 200  
409 EAST GAINES STREET MIAMI FL 33135- 02-  
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT  
FAX: (904) 922-4000 PHONE: (305) 541-3694  
FAX: (305) 541-3770  
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: DRUMTALK RECORDS, INC.  
FAX AUDIT NUMBER: H95000004390 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 04/19/1995 TIME REQUESTED: 12:23:52  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
NUMBER OF PAGES: 7 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003265  
Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.  
(((H95000004390)))  
\*\* ENTER 'M' FOR MENU. \*\*  
ENTER SELECTION AND <CR>:  
Help F1 Option Menu F2

NUM CAPS Connect: 00:06

EFFECTIVE DATE

4-18-95

FILED  
95 APR 19 PM 3:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

61:113 61:113

APR-19-1995 11:48 FROM EMPIRE

TO

19049224000

P.02

7

H9500000 4390

ARTICLES OF INCORPORATION

FOR

DRUMTALK RECORDS, INC.

Articles prepared by:  
Bertila Pozo, P.A.  
FL Bar #881856  
3271 NW 7th Street #214  
Miami, FL 33125  
305-644-9338

H9500000 4390

APR-19-1995 11:48 FROM EMPIRE

TO

190495

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

95 APR 19 PM 3:29

FILED

**ARTICLES OF INCORPORATION OF**  
**DRUMTALK RECORDS, INC.**

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

EFFECTIVE DATE  
4-18-95

**Article I. NAME**

The name of this corporation is: DRUMTALK RECORDS, INC.

**ARTICLE II. DURATION**

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgement of these Articles.

**ARTICLE III. PURPOSE**

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE IV. CAPITAL STOCK**

The aggregate number of shares which the corporation has the authority to issue is One Hundred (100), all of which shall be common shares with a par value of One Dollar (\$1.00).

**ARTICLE V. PRE-EMPTIVE RIGHTS**

Every shareholders, upon the sale for cash of any new stock of

H9500000 4390

H9500000 4390

H9500000 4390

this corporation of the same kind, class or series as that which she or he already holds, shall have the right to purchase his or her pro rata share (as nearly as may be done without the issuance of fractional shares at the price at which it is offered to others).

**ARTICLE VI. INITIAL REGISTERED AGENT AND OFFICE**

The name and address of the initial Registered Agent of this corporation is:

BERTILA POZO, ESQ.  
3271 NW 7th Ave. #214  
Miami, FL 33125

The principal place of business and office of this corporation is:

8005 W 6th Ave. #C  
Hialeah, FL 33014

**ARTICLE VII. INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially who shall serve until his successors, if any, are selected at the Shareholder's annual meeting. If and when so permanently constituted, the number of directors of the Board of Directors of the Corporation may be either increased or diminished from time to time in the by-laws but shall never be less than one. The name and address of the initial Director of this corporation is:

FRANCISCO MARTIN  
8005 W 6th Ave. #C  
Hialeah, FL 33014

**ARTICLE VIII. INITIAL OFFICERS**

The name and address of the initial officers of this

H9500000 4390

corporation is/are:

President: FRANCISCO MARTIN  
8005 W 6th Ave. #C  
Hialeah, FL 33014

Secretary: FRANCISCO MARTIN  
8005 W 6th Ave. #C  
Hialeah, FL 33014

Treasurer: ILEANA CANO  
6770 Indian Creek Drive #112  
Miami Beach, FL 33141

ARTICLE IX. INCORPORATOR

The name and address of the person signing these Articles of incorporation is:

FRANCISCO MARTIN  
8005 W 6th Ave. #C  
Hialeah, FL 33014

ARTICLE X. BY-LAWS

The power to adopt, alter amend or repeal by-laws shall be vested in the shareholders of this corporation.

ARTICLE XI. RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially at the first organizational meeting of this Corporation. Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholder or to this corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all the shareholders of this corporation.

H9500000 4390

H9500000 4390

**ARTICLE XII. MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All corporation powers shall be exercised by, or under the authority of, and the business affairs of this corporation shall be managed under the direction, of the shareholders of this corporation.

**ARTICLE XIII. MEETING BY CONFERENCE TELEPHONE**

Shareholders, officers and directors of the corporation may participate in special or regular meetings of said individuals by means of conference telephone as provided by law.

**ARTICLE XIV. INDEMNIFICATION**

The corporation shall indemnify any officer, or any former officer, to the full extent permitted by law.

**ARTICLE XV. AMENDMENT**

Amendments to the Certificate of Incorporation may be proposed by any member of the corporation and shall be adopted upon a unanimous vote of the shareholders.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this      th day of April, 1995.

WITNESS

*Miriam Perez*  
*[Signature]*

*[Signature]*  
 FRANCISCO MARTIN

STATE OF FLORIDA }

COUNTY OF DADE }

SE:

THE FOREGOING INSTRUMENT was acknowledged before me this 18th

H9500000 4390

H9500000 4390

day of April 1995, by FRANCISCO MARTIN who is personally known to me or who has produced his Florida driver's license as identification and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 18<sup>th</sup> day of April, 1995.

My commission expires:

*Francisco Perez*  
Notary Public

**ACCEPTANCE OF REGISTERED AGENT**



NOTARY PUBLIC  
My Commission Expires  
November 1st, 2000  
Bonded by MIA  
904-480-1000

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First that DRUMTALK RECORDS, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the articles of incorporation at City of Hialeah, Dade County, State of Florida has named Bertila Pozo, esq. located at 3271 N.W. 7th Street, Suite 214, Miami, FL 33125, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: *Bertila Pozo*

Bertila Pozo, esq.  
Registered Agent

FILED  
95 APR 19 PM 3:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H95000004390

H95000004390