

P9500031233

1173 Southeast Second Terrace
Deerfield Beach, Florida 33441
(305) 698-9354

April 15, 1995

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 17 AM 8:51

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Secretary of State
State of Florida
The Capitol
Tallahassee, Florida 32301

Re: DMF Records, Inc.

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation for the above corporation, along with a check in the amount of \$122.50 representing the various filing fees and the cost of a certified copy.

Please return the certified copy of the Articles to the address listed above.

Very truly yours,

Glenn De Luca
Glenn De Luca

ARTICLES OF INCORPORATION
OF
DMF RECORDS, INC.

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ARTICLE I - NAME

The name of this corporation is DMF RECORDS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless dissolved by action of law.

ARTICLE III - PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and of the state of Florida, or any other state where this corporation may be licensed to do business

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 5,000 shares of One Dollar (\$1.00) per share value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of

directors and for all other purposes shall be vested exclusively in the holder of the outstanding common shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1173 Southeast Second Terrace, Deerfield Beach, Broward County, Florida 33441, and the name of the initial registered agent of this corporation is GLENN De LUCA.

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CLERK OF DISTRICT COURT
DEERFIELD BEACH, FLORIDA

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may increase from time to time by the By-Laws but shall never be less than one

(1). The name and address of the initial director of this corporation is:

Name	Address
GLENN DeLUCA	1173 Southeast Second Terrace Deerfield Beach, Florida 33441

ARTICLE IX - INCORPORATORS

The name and address of the person signing these articles is:

Name	Address
GLENN DeLUCA	1173 Southeast Second Terrace Deerfield Beach, Florida 33441

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders.

ARTICLE XI - RESTRICTION ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite his name:

Name	Number of shares
GLENN DeLUCA	100 shares

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Shares held by initial stock holders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be on a first refusal basis with thirty (30) days prior written notice to buy upon the same price and the terms as a bona fide offer in an arms length transaction by a non-shareholder or as further specified by written agreement among all of the shareholders of this corporation.

ARTICLE XII - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by any shareholder.

ARTICLE XIII - SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law.

ARTICLE XIV - POWERS

This corporation shall have all the powers enumerated in the Florida General Corporation Act, except this corporation shall not have the power to be an incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

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ARTICLE XV - INDEMNIFICATION

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

ARTICLE XVI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15th day of April, 1995.

Glenn DeLuca
GLENN DeLUCA