

P95000033796

TRANSMITTAL LETTER

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

FILED
95 APR 25 PM 3:30
SEC. OF
TALLAHASSEE, FL

SUBJECT: INFLYTE RECORDS PRODUCTION, INC.
(Proposed Corporate Name)

Enclosed is an original and One (1) copy of the Articles of
Incorporation and a check for:

___ \$70.00 ___ \$78.75 X \$122.50 ___ \$131.25

FROM: Bruce D. Schwartz, Esq.
Name
3146 Marion Avenue
Address
Margate, Florida 33063
City, State, & Zip Code
(407) 737-8100
Daytime Telephone Number

700001454437
-04/12/95--01065--015
***122.50 ***122.50

753,502,671
K195-8261

File
5-1



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 18, 1995

BRUCE S. SCHWARTZ, ESQ.
3146 MARION AVENUE
MARGATE, FL 33063

SUBJECT: INFLYTE RECORDS PRODUCTION, INC.
Ref. Number: W95000008261

We have received your document for INFLYTE RECORDS PRODUCTION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

AMANDA HERRING
Document Specialist

Letter Number: 995A00018082

ARTICLES OF INCORPORATION
OF

INFLYTE RECORDS PRODUCTION & ENTERTAINMENT, INC.

FILED
95 APR 25 PM 3:33
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

FIRST. The name of the Corporation is INFLYTE RECORDS PRODUCTION & ENTERTAINMENT, INC., the location of the Corporation is 6512 Hollywood Blvd., in the City of Hollywood, Florida, 33024, County of Broward.

SECOND. It's registered office in the State of Florida is to be located at 6512 Hollywood Blvd., in the City of Hollywood, County of Broward. The registered agent in charge thereof is Kimberly Leonard at 6512 Hollywood Blvd., in the City of Hollywood, Florida, 33024, County of Broward.

THIRD. The nature of the business and objects and purposes proposed to be transacted, promoted and carried on, are to do any and all things herein mentioned, as fully and to the same extent as natural persons might or could do, in any part of the world, viz:

- (1) Transact any and all lawful business.
- (2) Said Corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with the laws of the State of Florida;

To purchase, take, receive, subscribe for, or otherwise acquire, hold, own, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, share or other interest in, or obligations or, other domestic or foreign corporations,

associations, partnerships, or individuals, or direct or in direct obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct business, carry on its operations, and have offices and exercise the powers granted by this act within and/or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of its directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers which are necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by state law.

FOURTH. CAPITALIZATION. (Check the appropriate block and complete the capitalization method.)

XX The corporation shall have the authority to issue One Hundred Thousand (100,000) Shares of Common Stock, each share to have a TWO (2.00) dollar Par Value. The shares may be issued for the consideration expressed in dollars, or as may be fixed from time to time by the Board of Directors.

Said preferred stock may be issued from time to time in one or more classes or series, with such dividend rates, voting rights, rights of conversions, rights upon dissolution or liquidation and with such designations, preferences and relative participation, optional or other special rights or qualifications, limitations or restrictions thereof, as shall be determined by resolution adopted by the Board of Directors at the time such stock is issued.

FIFTH. The names and mailing addresses of each of the incorporators are as follows:

NAME	POST OFFICE ADDRESSES
<u>CHYNNA PAIGE</u> (Name)	<u>6512 Hollywood Blvd.</u> (Address) <u>Hollywood, Florida, 33024</u> (City/State/Zip)
<u>KIMBERLY LEONARD</u> (Name)	<u>6512 Hollywood Blvd.</u> (Address) <u>Hollywood, Florida, 33024</u> (City/State/Zip)

SIXTH. This Corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

SEVENTH. The initial Board of Directors shall consist of two (2) directors. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one.

The original Board of Directors shall consist of

NAME	POST OFFICE ADDRESSES
<u>CHYNNA PAIGE</u> (Name)	<u>6512 Hollywood Blvd.</u> (Address) <u>Hollywood, Florida, 33024</u> (City/State/Zip)

KIMBERLY LEONARD
(Name)

6512 Hollywood Blvd.
(Address)

Hollywood, Florida, 33024
City/State/Zip)

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

IN WITNESS OF THE FOREGOING, the undersigned incorporator(s) has executed these Articles of Incorporation this 24 day of April, 1995.

Chynna Paige
(Signature)

Kimberly Leonard
(Signature)

STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this 24 day of April, 1995, personally appeared before me, Chynna Paige and Kimberly Leonard who each produced a valid form of identification, and they acknowledged before me that they executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

IN WITNESS THEREOF, I have hereunto set my hand and official seal in the County and State aforesaid on the date first above written.

Bruce D Schwartz
Notary Public, State of Florida at Large

CC332440

Commission Number

NOV 28, 1997

Commission Expiration Date



BRUCE D SCHWARTZ
My Commission CC332440
Expires Nov. 28, 1997
Bonded by HAI
800-422-1666

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: INFLYTE RECORDS PRODUCTION & ENTERTAINMENT, INC.

2. The name and address of registered agent and office is:

KIMBERLY LEONARD
(Name)

6512 Hollywood Blvd.
(Address)

Hollywood, Florida, 33024
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as a registered agent.

Kimberly Leonard
(Signature)



BRUCE D SCHWARTZ
My Commission CC332440
Expires Nov. 23, 1997
Bonded by HAI
800-422-1555

FILED
95 APR 25 PM 3:35
TALLAHASSEE, FLORIDA
SECRETARY OF STATE