

PA5000054955

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

500001538695

-07/17/95--01021--005

\*\*\*1750.00 \*\*\*\*\*70.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):  
GUITAR CHORD SLIDE CORP.

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time 2 ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

| NEW FILINGS                         |                   |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit            |
| <input type="checkbox"/>            | NonProfit         |
| <input type="checkbox"/>            | Limited Liability |
| <input type="checkbox"/>            | Domestication     |
| <input type="checkbox"/>            | Other             |

| AMENDMENTS               |                                       |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment                             |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent            |
| <input type="checkbox"/> | Dissolution/Withdrawal                |
| <input type="checkbox"/> | Merger                                |

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/<br>QUALIFICATION |                     |
|--------------------------------|---------------------|
| <input type="checkbox"/>       | Foreign             |
| <input type="checkbox"/>       | Limited Partnership |
| <input type="checkbox"/>       | Reinstatement       |
| <input type="checkbox"/>       | Trademark           |
| <input type="checkbox"/>       | Other               |

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUL 17 PM 1:39

V/W-747

Examiner's Initials

**ARTICLES OF INCORPORATION**  
**OF**  
**GUITAR CHORD SLIDE CORP.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUL 17 PM 1:39

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is **GUITAR CHORD SLIDE CORP.**, (hereinafter, "Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 7 Lee Drive, Saint Augustine, Florida 32084 and the mailing address is the same.

**ARTICLE 4 - INCORPORATOR**

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

Elsie Sanchez  
343 Almeria Avenue  
Coral Gables, Florida 33134

**ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

|                 |                                    |
|-----------------|------------------------------------|
| President:      | Joseph D. Bova                     |
| Vice-President: | Tina Verduzco and Paul M. Archetko |
| Secretary:      | Tina Verduzco                      |
| Treasurer:      | Tina Verduzco                      |



## **ARTICLE 6 - DIRECTOR(S)**

The Director(s) of the Corporation shall be:

Joseph D. Bova  
Paul M. Archetko  
Tina Verduzco

## **ARTICLE 7 - CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## **ARTICLE 8 - SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.



8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Subchapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

#### **ARTICLE 9 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **ARTICLE 10 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE 11 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.



#### **ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, 343 Almeria Avenue, Coral Gables, Florida 33134.

#### **ARTICLE 13 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### **ARTICLE 14 - EFFECTIVE DATE**

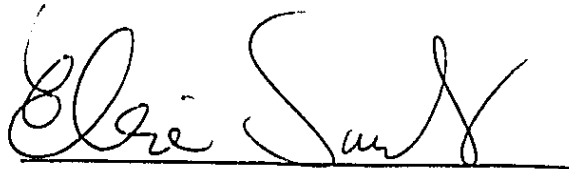
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### **ARTICLE 15 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 14 July 1995.




Elsie Sanchez, Incorporator

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUL 17 PM 1:39

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

The Law Firm Of Lawrence J. Spiegel,  
Chartered doing business as  
AmeriLawyer®

By:   
Natalia Utrera, Vice President

ARTES/NCB/8



**MIRKIN & WOOLF, P.A.**

Attorneys at Law

**P950000254955**

SouthTrust Center - Suite 580  
1700 Palm Beach Lakes Blvd.  
West Palm Beach, Florida 33401  
phone 561-687-4460  
fax 561-687-3447  
e-mail: bizlaw@mirkinwoolf.com

April 9, 1997

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

Gentlemen:

Enclosed for filing please find an original and one copy of Articles of Amendment to the Articles of Incorporation of the following corporations:

1. Dur United Entertainment Corporation;
2. Dur Music, Inc.;
3. X-Entertainment Corporation;
4. B-Dur Publishing, Inc.;
5. United Sports Agency Corporation;
6. Prairie Moon Records Incorporated;
7. 1-Dur Records Corporation; and
8. Dur Latin Corporation.

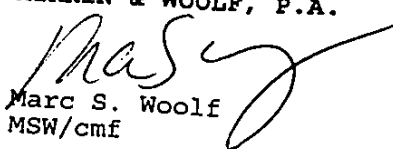
**600002141676--7**  
-04/14/97-01029-001  
\*\*\*\*700.00 \*\*\*\*\*87.50

Also enclosed please find a check in the amount of \$700 to cover the filing fees and fees for certified copies of each corporation. Please mail the certified copies to me at the letterhead address above.

Thank you for your immediate attention to this matter.

Sincerely,

**MIRKIN & WOOLF, P.A.**

  
Marc S. Woolf  
MSW/cmf

cc: Nicole Durr (w/o encl.)  
Ivan A. Zigler, Esq. (w/o encl.)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR 14 AM 9:30

*Amend*

APR 15 1997

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION  
OF  
DUR UNITED ENTERTAINMENT CORPORATION

Pursuant to the provisions of the Florida Statutes, on February 28, 1997 all of the directors and shareholders of Dur United Entertainment Corporation, a Florida corporation (the "Corporation"), adopted the following resolutions by written consent:

RESOLVED: That the authorized capital of the Corporation should be changed to 1,000,000 shares of common stock, \$0.01 par value per share.

RESOLVED: That the number of directors shall be not less than one, with the exact number of directors to be fixed from time to time in the manner provided in the Corporation's Bylaws.

RESOLVED: That all references to the Florida General Corporation Act be changed to the Florida Business Corporation Act.

RESOLVED: That the Articles of Incorporation as filed with the Florida State Department should be amended to reflect the foregoing resolutions.

RESOLVED: That the President of the Corporation is authorized to take any and all action necessary in order to reflect the change in the authorized capital of the Corporation.

NOW THEREFORE, in accordance with the foregoing resolutions, Article IV and VI of the Corporation's Articles of Incorporation are amended to read as follows:

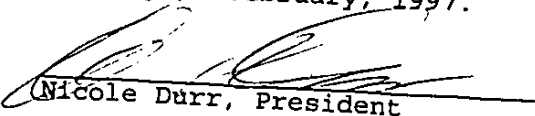
ARTICLE IV. CAPITAL STOCK

The total number of shares which the Corporation shall have authority to issue is one million (1,000,000) shares of common stock having a par value of \$0.01 per share.

ARTICLE VI. DIRECTORS

The Corporation shall have not less than one director, with the exact number of directors to be fixed from time to time in the manner provided in the Corporation's Bylaws.

IN WITNESS WHEREOF, the President of the Corporation has executed and submitted this instrument this 28 day of February, 1997.

  
(Nicole Durr, President)



MIRKIN & WOOLF, P.A.

Attorneys at Law

P95000054955

SouthTrust Center - Suite 580  
1700 Palm Beach Lakes Blvd.  
West Palm Beach, Florida 33401  
phone 561-687-4460  
fax 561-687-3447  
e-mail: bizlaw@mirkinwoolf.com

April 9, 1997

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

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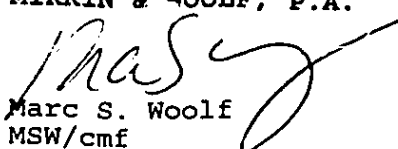
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\*\*\*\*700.00 \*\*\*\*\*87.50

Also enclosed please find a check in the amount of \$700 to cover the filing fees and fees for certified copies of each corporation. Please mail the certified copies to me at the letterhead address above.

Thank you for your immediate attention to this matter.

Sincerely,

MIRKIN & WOOLF, P.A.

  
Marc S. Woolf  
MSW/cmf

cc: Nicole Durr (w/o encl.)  
Ivan A. Zigler, Esq. (w/o encl.)

97 APR 14 AM 9:30  
Amended  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

121 APR 15 1997

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OF  
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IN WITNESS WHEREOF, the President of the Corporation has executed and submitted this instrument this 28 day of February, 1997.

  
(Nicole Durr, President