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TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
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TALLAHASSEE, FL 32399  
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MIAMI ESSENTIAL OIL, INC.

FAX AUDIT NUMBER: H90000001137

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**MIAMI ESSENTIAL OIL, INC.**  
**ARTICLES OF INCORPORATION**

**ARTICLE I**  
**ORGANIZATION**  
**NAME:**

This Corporation, formed under the Florida for profit corporation law, shall be known as MIAMI ESSENTIAL OIL, INC., hereinafter referred to as "the Company".

**OFFICES:**

The principal offices of the corporation shall be located in the State of Florida at such place or places as the Board of Directors may, from time to time, designate. The initial mailing address shall be 3750 NW 28 Street, Northwest South River Drive, Room 311 Miami, Florida 33142.

**ARTICLE II**

**PURPOSE**

This Corporation is organized and shall operate principally for music promotion, creation, production and marketing. The Corporation may also engage in any and all other activities as may be necessary, incidental or convenient to carry out the business of the corporation as contemplated by these Articles.

**ARTICLE III**

**BOARD OF DIRECTORS**

The Board of Directors is responsible for the direction and control of all matters pertaining to the Company. The Board of Directors

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shall select the Manager, who shall serve at the pleasure of the Board. The Manager shall work in conjunction with the other directors to establish personnel and management policies in accordance with applicable law and such policies as the Board may adopt.

**MEMBERS OF THE BOARD OF DIRECTORS:**

The affairs of the Company shall be managed by the Board of Directors. The affairs of the Company shall be initially managed by LOUIS BANATTY, Incorporator and sole Director.

**ARTICLE IV**

**MEETING OF BOARD OF DIRECTORS**

Every meeting of persons who are Directors of the corporation at which there is a quorum, as defined in the by-laws of the Corporation, shall be deemed to be a meeting of the Board of Directors and any action taken at such meeting shall be the action of the Board of Directors in so far as such action is authorized by law.

**MINUTES:**

Action taken at meetings of the Board of Directors shall be recorded in minutes. Such minutes need not distinguish between the different types of meetings in which action is taken.

**TIME AND PLACE OF MEETINGS:**

All meetings shall be held at such time and place within or out the State of Florida as may, from time to time, be fixed by the Board

**LAW OFFICES**

RICHARD O. DANSON, L.L.M. • PICASSO TOWER • 2800 BISCAYNE BOULEVARD • SUITE 900 • MIAMI, FLORIDA 33137  
TEL: (305) 573-7444 • FAX: (305) 573-7680

of Directors or the President or the Secretary as may be provided in the by-laws of the corporation with appropriate notice as required by the by-laws.

#### REQUIREMENTS FOR VOTING:

Qualifications for those entitled to vote for the election of directors and for other matters requiring shareholder approval shall be defined in the by-laws of the Corporation.

#### ARTICLE V

##### OFFICERS

The following persons are elected to the offices set forth opposite their names to serve until their successors are elected and qualified or until their earlier death or resignation:

**LOUIS BANAITT, President/Treasurer/Secretary**

At the first meeting and at each annual meeting of the Board of Directors, the Board of Directors shall elect a President, a Secretary, a Treasurer.

##### ADVISOR:

The manager shall serve as advisor to the Board of Directors and shall maintain full consultative relationship with the Board of Directors and all Committees thereof.

##### FISCAL YEAR:

The Fiscal Year of the Corporation shall be January 1 through December 30 of each year.

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ARTICLE VI

AMENDMENT OF ARTICLES OF INCORPORATION

The Articles of Incorporation of this Corporation may, in any particular, be repealed, and new Articles of Incorporation, not inconsistent with any provision of law, may be adopted, either by the affirmative vote of two thirds of the voting members present at a duly-noticed annual or special meeting of the members at which a quorum is in attendance, or by the affirmative vote of two thirds of the Directors present at any regular or special meeting of the Board at which there is a quorum, provided however, that the Directors shall neither make or alter any article regarding their qualifications, classifications, or term of office, nor relating to the requirements of a quorum for any meeting of the members of the Corporation, and that at least ten days notice of such proposed amendment shall have been furnished to all of the Directors.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3750 NW 28th Street, Northwest South River Drive Room 311, Miami, Florida 33142, and the name of the initial registered agent of this corporation at that address is Louis Banatty.

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ARTICLE VIII

**CAPITAL STOCK**

This Corporation shall be authorized to issue a maximum of 500 shares capital stock, which shall have \$1.00 par value. The initial distribution of shares will be 500 shares per director/shareholder.

ARTICLE IX

**INITIAL BOARD OF DIRECTORS**

The corporation shall have 1 director constituting the initial Board of Directors. The number of directors may either be increased or decreased from time to time by the by-laws. The name and address of the initial Board of Directors of the corporation is: LOUIS BANATTY, 3750 NW 28 STREET, NORTHWEST SOUTH RIVER DRIVE, ROOM 311, MIAMI, FLORIDA 33142.

ARTICLE X

**INCORPORATOR**

The name and address of the Incorporator signing these Articles is: LOUIS BANATTY, 3750 NW 28TH STREET, NORTHWEST SOUTH RIVER DRIVE, ROOM 311, MIAMI, FLORIDA 33142.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 22nd day of January, 1996.

  
LOUIS BANATTY  
Incorporator

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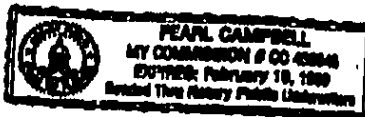
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BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared LOUIS BANATTY, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above this 22nd day of January, 1996.

*Pearl Campbell*  
NOTARY PUBLIC  
State of Florida at Large

My commission expires:



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

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that MIAMI ESSENTIAL OIL, <sup>INC.</sup> desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 3750 NW 28th Street, Northwest South River Drive, Room 311, Miami, Florida 33142 has named Louis Banatty, of

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TEL: (305) 573-7444 • FAX: (305) 573-7680

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**LOUIS MANATTI**  
Incorporator

[illegible]

Louis Banatty  
Registered Agent

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**RICHARD O. DANSON, L.L.M. - PICASSO TOWER - 2800 BISCAYNE BOULEVARD - SUITE 900 - MIAMI, FLORIDA 33137**  
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