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February 15, 1996

The Hon. Jim Smith  
Secretary of State  
The Capitol  
Tallahassee, FL 32399-0001

Re: Incorporation of Deep Cut Recording Studios, Inc.

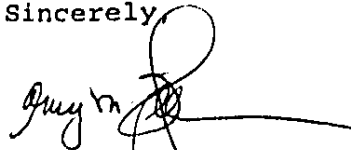
Dear Sir:

Enclosed for filing please find Articles of Incorporation of Deep Cut Recording Studios, Inc. and Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served (original and one copy).

My check in the amount of \$122.50 is enclosed for the filing fee. Please return a stamped/mailed copy of the Articles and Certificate in the enclosed, self-addressed stamped envelope.

Thank you for your attention to this matter.

Sincerely,



Amy M. Williams  
Attorney at Law

AMW/ae

Enclosures

000001718580  
-02/20/96--01027--003  
\*\*\*\*122.50 \*\*\*\*122.50

FILED  
FEB 19 AM 10:43  
TALLAHASSEE, FLORIDA

SN FEB 20 1996

**ARTICLES OF INCORPORATION  
OF  
DEEP CUT RECORDING STUDIOS, INC.**

FILED  
FEB 19 AM 10:43  
TALLAHASSEE, FLORIDA

The undersigned subscribers to the Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation shall be DEEP CUT RECORDING STUDIOS, INC.

**ARTICLE II - NATURE OF BUSINESS**

A.

To engage in any activity or business allowed under the laws of the State of Florida and the laws of the United States; to own and operate recording studios; to record music, audio and visual; to distribute, market and sell musical recordings, videos, advertisements and commercials.

B.

To hold, lease, purchase and convey real and personal property and to mortgage or lease the same with its franchises.

C.

To borrow money of any person, firm or corporation and to issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation and to secure the same by mortgage, pledge, deed of trust or by any other lawful means.

D.

For the purpose of acquisition of property, business rights or franchises, for additional working capital, or for any other object in or about its businesses or affairs, and without limit as to amount, to incur debt, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidence of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust, or otherwise.

E.

To buy, sell, own, or otherwise dispose of its own stock or stock in any other firm, company or corporation and to vote the same as if owned by an individual.

F.

To do and perform any other acts or things and to exercise any and all powers which a partnership or natural person could do or exercise and which are now or hereafter may be authorized by law; generally to make and perform contracts of any kind and description for the purpose of attaining any of the objectives of the corporation; and generally to do and perform any of the things necessary or incidental to the performing or carrying out of the powers hereinabove specifically delegated or implied and which specifically enumerated powers are not in limitation of any powers herein conferred and by law permitted.

### ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE HUNDRED (100) shares of common stock having a par value of \$1.00. It is the intention of the Board of Directors that this stock qualify under §1244 of the Internal Revenue Code.

### ARTICLE IV - TERM OF EXISTENCE

This corporation shall exist perpetually.

### ARTICLE V - REGISTERED ADDRESS AND REGISTERED AGENT

The address of the principal office of this corporation in the State of Florida is: 1880 Drew Street, Clearwater, Florida 34625, and the registered agent is VAN WILLIAMS 4707 Skimmer Way South, St. Petersburg, Florida 33711.

### ARTICLE VI - DIRECTORS

This corporation shall have five (5) directors initially. The number of directors may be increased from time to time by the By-Laws adopted by the stockholders, but shall never be less than one.

### ARTICLE VII - INITIAL DIRECTORS

The names and addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
MARK WILSON	President	1880 Drew Street Clearwater, FL 34625
VAN WILLIAMS	Vice President	4707 Skimmer Way South St. Petersburg, FL 33711

SALLY J. WILLIAMS	Vice President	4707 Skimmer Way South St. Petersburg, FL 33711
ROBERT McLACHLAN	Vice President	5510 - 24th Avenue East Palmetto, FL 34221
JANE WILSON	Treasurer	1880 Drew Street Clearwater, FL 34625

#### ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators of these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
MARK WILSON	1880 Drew Street Clearwater, FL 34625
ROBERT McLACHLAN	5510 - 24th Avenue East Palmetto, FL 34221
VAN WILLIAMS	4707 Skimmer Way South St. Petersburg, FL 33711

#### ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereupon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS THEREOF, 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<sup>th</sup> day of February, 1996.

Mark M. Wilson  
MARK WILSON

Robert McLachlan  
ROBERT McLACHLAN

Van Williams  
VAN WILLIAMS

STATE OF FLORIDA     )  
COUNTY OF PINELLAS    )

I HEREBY CERTIFY that before me this date, personally appeared MARK WILSON, who is personally known to me or who produced \_\_\_\_\_ as identification and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed this 14<sup>th</sup> day of February, 1996.

KATHRYN A. GEER  
My Comm Exp. 10/13/96  
Bonded By Service Ins  
No. CC228403  
Notary Public  
State of Florida



Kathryn A. Geer  
NOTARY PUBLIC

Kathryn A. Geer  
Printed Name of Notary Public

My Commission Expires: 10/13/96

STATE OF FLORIDA     )  
COUNTY OF PINELLAS    )

I HEREBY CERTIFY that before me this date, personally appeared ROBERT McLACHLAN, who is personally known to me or who produced \_\_\_\_\_

\_\_\_\_\_ as identification and who executed  
the foregoing Articles of Incorporation and acknowledged before me  
that he executed the same for the purposes therein expressed this  
14th day of February, 1996.



KATHRYN A. GEER  
My Comm Exp. 10/13/96  
Bonded By Service Ins  
No. CC228403  
☒ Personally Known ☐ Other L.A.

Kathryn A. Geer  
NOTARY PUBLIC

Kathryn A. Geer  
Printed Name of Notary Public

My Commission Expires: 10/13/96

STATE OF FLORIDA )

COUNTY OF PINELLAS )

I HEREBY CERTIFY that before me this date, personally appeared  
VAN WILLIAMS, who is personally known to me or who produced  
\_\_\_\_\_ as identification and who executed  
the foregoing Articles of Incorporation and acknowledged before me  
that he executed the same for the purposes therein expressed this  
14th day of February, 1996.



KATHRYN A. GEER  
My Comm Exp. 10/13/96  
Bonded By Service Ins  
No. CC228403  
☒ Personally Known ☐ Other L.A.

Kathryn A. Geer  
NOTARY PUBLIC

Kathryn A. Geer  
Printed Name of Notary Public

My Commission Expires: 10/13/96

This instrument prepared by:

AMY M. WILLIAMS, ESQUIRE  
520 - 2nd Avenue South  
St. Petersburg, Florida 33701  
(813) 823-7788

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That DEEP CUT RECORDING STUDIOS, INC. having been organized under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, in the City of Clearwater, County of Pinellas, State of Florida, and has named VAN WILLIAMS, 4707 Skimmer Way South, St. Petersburg, Florida 33711, as its agent to accept service of process within the State.

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

*Van Williams*  
\_\_\_\_\_  
VAN WILLIAMS

This instrument prepared by:

AMY M. WILLIAMS, ESQUIRE  
520 - 2nd Avenue South  
St. Petersburg, Florida 33701  
(813) 823-7788

WILLIAMS, FLORIDA

FILED 19 APR 13