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LAW OFFICES  
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(305) 372-1630 • FAX (305) 381-0834

June 4, 1996

VIA FEDERAL EXPRESS

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32301

300001852093  
-06/05/96--01080--007  
\*\*\*122.50 \*\*\*122.50

RE: BOOTHILL RECORDS, INC.

Dear Sir or Madam:

Enclosed please find:

1. Articles of Incorporation on behalf of Mark Carrie.
2. A check in the amount of \$122.50 for the filing fees.

Please return in the enclosed Federal Express envelope.

If you have any questions regarding this filing, please do not hesitate to contact me.

Sincerely,

*Jean Perwin*

JEAN S. PERWIN

JSP:alc  
Enclosures

96 JUN -5 PM 12:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

96-1-3  
JUN 5 1996

**ARTICLES OF INCORPORATION  
OF  
BOOTHILL RECORDS, INC.**

**FILED**  
96 JUN -5 PM 12:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of the corporation is **BOOTHILL RECORDS, INC.** publishing and the principal address of the corporation is: 3970 N.W. 167th Street, Miami, Florida 33055.

**ARTICLE II - DURATION**

The period of the duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence upon June 15, 1996.

**ARTICLE III - PURPOSES**

The purpose or purposes for which the corporation is organized are Music Production.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue one thousand shares of common stock (\$1,000) par value \$1.00 per share.

**ARTICLE V - REGISTERED AGENT**

The street address and city of the registered office of the corporation is 3970 N.W. 167th Street, Miami, Florida

33055 and the name of its initial registered agent at such address is Mark Carrie.

#### ARTICLE VI - INCORPORATORS

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


Mark Carrie  
3970 N.W. 167th Street  
Miami, Florida 33055

The power to adopt, alter, amend or repeal Bylaws shall be vested solely in the Board of Directors.

#### ARTICLE VII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation or any amendment to them. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 3rd day of June, 1996.

  
\_\_\_\_\_  
Mark Carrie

STATE OF FLORIDA       )  
                              )       SS.  
COUNTY OF DADE       )

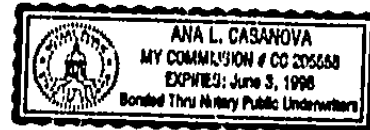
The foregoing was acknowledged before me this 3rd  
day of June, 1996, by **Mark Carrie** who is personally known to  
me or who has produced \_\_\_\_\_ as  
identification and who did/did not take an oath.

Ana L. Casanova

NOTARY PUBLIC

NAME OF NOTARY: ANA L. CASANOVA

COMMISSION NO.: CC # 205558



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

In pursuance to Chapter 48.091, Florida Statutes, the  
following is submitted in compliance with said Act.

THAT, **BOOTHILL RECORDS, INC.** desiring to organize  
under the laws of the State of Florida, as a for profit  
organization, with its principal office at 3970 N.W. 167th  
Street, Miami, Florida 33055 hereby appoints **Mark Carrie** as  
its agent to accept service of process within the State of  
Florida.

**ACKNOWLEDGMENT**

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TALLAHASSEE, FLORIDA

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

  
Mark Carrie