

1201 HAYS STREET  
MIAMI, FL 33132  
1001 22 1001 14  
P96000052840



PRODUCTION ACCOUNT NO. : 072100000032

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AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : June 20, 1996

ORDER TIME : 12:04 PM

ORDER NO. : 994845

CUSTOMER NO: 11740A

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CUSTOMER: Deborah R. Waks, Esq.  
DEBORAH R. WAKS, ESQ

Suite 109  
6601 S.W. 80th Street  
Miami, FL 33143

DOMESTIC FILING

NAME: RUFF KREW MUSIC COMPANY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

*JP*  
*6/20/96*

ARTICLES OF INCORPORATION  
OF  
RUFF KREW MUSIC COMPANY, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation, providing for the formation, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation (hereinafter called the Corporation) is Ruff Krew Music Company, Inc. The business address of the corporation is 6601 S.W. 80 St., #109 Miami, Florida 33143.

ARTICLE II

The duration of the Corporation shall be perpetual.

ARTICLE III

The purposes for which the Corporation is initially organized, which shall continue to be the purposes of the Corporation until and if the same shall be amended pursuant to the provisions of the Florida General Corporation Act, and which shall include the authority of the Corporation to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

#### ARTICLE IV

The aggregate number of shares which the corporation is authorized to be issued is One Hundred (100). Such shares shall be of a single class (capital stock), shall be \$1.00 per share par value, and shall be known as Section 1244 Stock as such stock term is defined in the Internal Revenue Service.

#### ARTICLE V

Each share of the Corporation shall entitle the holder thereof to a preemptive right, for a period of thirty (30) days, to subscribe for, purchase or otherwise acquire any shares of the same class of the Corporation or any equity and/or voting shares of any class of the Corporation which the Corporation proposes to issue or any rights or options the Corporation purposes to grant for the purchase of shares of the same class of the Corporation or of equity and/or voting shares of any class of the Corporation or for the purpose of any shares, bonds, securities or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of the same class of the Corporation or equity and/or voting shares of any class of the Corporation, whether now or hereafter authorized or created, whether having unissued or treasury status, and whether the proposed issue, reissue, transfer, or grant is for cash, property, or any other lawful consideration; and after the expiration of said thirty (30) days, any and all of such shares,

rights, options, bonds, securities or obligations of the Corporation may be issued, reissued, transferred, or granted by the board of Directors, as the case may be, to such persons, firms, corporations, and associations and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine. As used herein, the terms "equity share" and "voting share" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights in the election of one or more directors.

#### ARTICLE VI

The address of the initial registered office of the Corporation in the State of Florida is: 6601 S.W. 80 Street, Suite 109, Miami, Florida 33143 in the County of Dade and the name of the initial registered agent of the Corporation at such address is Deborah R. Waks, Esquire.

#### ARTICLE VII

The number of directors constituting the initial Board of Directors of the Corporation is three (3).

The name and address of each person who is to serve as a member of the initial Board of Directors of the Corporation and the principal place of business are as follows:

<u>NAME/TITLE</u>	<u>ADDRESS</u>
Collin Whyte President	6601 S.W. 80 Street, #109 Miami, Florida 33186
Donovan Belnavis Vice President/Secretary	6601 S.W. 80 Street, #109 Miami, Florida 33186

Nigel Staff  
Treasurer

6601 S.W. 80 Street, #109  
Miami, Florida 33186

ARTICLE VIII


The name and address of each incorporator and the number of shares of stock each agrees to take are:


<u>NAME</u>	<u>ADDRESS</u>	<u># OF SHARES</u>
Collin Whyte	Lot 202, 6 West, Greater Portmore St. Catherine, Jamaica	20
Donovan Belnavis	2 Springburn Avenue Kingston 19, Jamaica	20
Trevor Bonnick	19 Whitehall Terrace Kingston 8, Jamaica	20
Nigel Staff	Flat #1, 38B Upper Waterloo Road Kingston 8, Jamaica	20
Ricardo Davis	6 Sandy Park Road Kingston 6, Jamaica	20

ARTICLE IX

The Corporation shall at all times have any corporate powers enumerated in the General Corporation Act of Florida.

EXECUTED by the undersigned at Kingston, Jamaica, West Indies this 20<sup>th</sup> day of April, 1995.

  
\_\_\_\_\_  
COLLIN WHYTE (SEAL)

  
\_\_\_\_\_  
DONOVAN BELNAVIS (SEAL)

Trevor Bonnick (SEAL)  
TREVOR BONNICK

Nigel Staff (N.A.S.) (SEAL)  
NIGEL STAFF

Ricardo Davis (SEAL)  
RICARDO DAVIS

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

In compliance with Section 48.091, Florida Statutes, the  
following is submitted:

First-That Ruff Krew Music Company, Inc. desiring to  
organize or qualify under the laws of the State of Florida with  
its principal place of business, as indicated in the Articles of  
Incorporation at Miami, County of Dade, State of Florida, has  
named Deborah R. Waks, Esquire, 6601 S.W. 80 Street, Suite 109,  
Miami, Florida 33143, County of Dade, State of Florida, as its  
agent to accept service of process within the State of Florida.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above  
stated corporation, at the place designated in this certificate,  
I hereby accept to act in this capacity, and agree to comply with  
the provisions of all statutes relative to the proper and  
complete performance of my duties.

BY Nicholas M. Waks  
Resident Agent

DATE 4/26/95