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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: HABITUAL RECORDS, INC.

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ROBERT FLAVELL, ESQ.  
Florida Bar No. 0709963  
1701 Ponce de Leon Boulevard  
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Coral Gables, Florida 33134  
(305) 445-8486

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

In compliance with the requirements of F.S. Chapter 607, the undersigned being natural persons, do hereby act as incorporators in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

**ARTICLE I**

The name of the corporation is: **HABITUAL RECORDS, INC.**

**ARTICLE II**

The address of the principal office of the corporation is 4350 S.W. 74th Avenue, Miami, Florida.

**ARTICLE III**

The duration of the corporation is perpetual.

**ARTICLE IV**

The general purposes for which the corporation is organized are:

1. To enter into recording, production, distribution, and management contracts with musical artists.
2. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

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The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation and the powers and purposes stated in each clause shall, except where otherwise stated, be in no way limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of the general powers.

#### ARTICLE V

The maximum number of shares this Corporation is authorized to issue is 10,000, which shall be of a single class and have no par value. All shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote. All of the issued and outstanding shares of the corporation shall be made subject to restrictions on their transferability by agreement between the holders of such shares and the corporation. A copy of such agreement shall be kept on file with the secretary of the corporation and shall be subject to inspection by shareholders of record and bona fide creditors of the corporation at reasonable times during business hours.

#### ARTICLE VI

The street address of the initial registered office of the corporation is 2701 Ponce De Leon Boulevard, Suite 302, Coral Gables, Florida 33134, and the name of its initial registered agent at such address is Robert Flavell, Esq.

#### ARTICLE VII

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, and a director or officer of any other corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability provided that no person shall be indemnified against or be reimbursed for any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer nor director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything therein contained restrict the right of the corporation to indemnify and reimburse such person in any proper case even though not specifically herein provided for.

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No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are peculiarly or otherwise interested in or are directors or officers of such other corporation, any director, individually or any firm of which any director may be a member, may be a party to, or may be peculiarly or otherwise interested in, any contract or transaction of the corporation, provided that the fact that the firms so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken, and any director of the corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

#### ARTICLE VIII

The number of directors constituting the initial board of directors of the corporation are two (2). The name and address of each person who is to serve as a member of the initial board of directors is:

Name	Address
Christopher A. Cuevas	8501 S.W. 54th Court Miami, Florida 33143-8301
Addison Burns	9020 S.W. 58th Avenue Miami, Florida 33156

#### ARTICLE IX

The names and street addresses of the persons signing these articles of incorporation are:

Name	Address
Christopher A. Cuevas	8501 S.W. 54th Court Miami, Florida 33143-8301
Addison Burns	9020 S.W. 58th Avenue Miami, Florida 33156

#### ARTICLE X

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to the Shareholders, and approved at a Shareholder's meeting by a majority of the shares entitled to vote thereon.

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## ARTICLE XI

Each shareholder of the corporation shall have the right to purchase, subscribe for or receive a right or right to purchase or subscribe for, at the par value thereof, a pro rata portion:

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof, or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

## ARTICLE XII

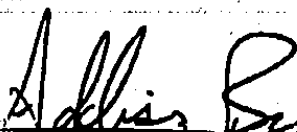
No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the par value thereof. Such offer shall be in writing, signed by the shareholder, shall be sent by registered or certified mail to the corporation at its principal place of business, and shall remain open for acceptance by the corporation for a period of thirty (30) days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of his or her shares as he or she may see fit.

On the death of any shareholder, the corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his or her death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each shareholder.

Each share certificate issued by the corporation shall have printed or stamped on it the following legend: "These shares are held subject to certain transfer restrictions imposed by the articles of incorporation. A copy of such articles is on file at the principal office of the corporation."

Executed by the undersigned at Miami, Florida on the 1st day of July 1996.

  
CHRISTOPHER CUEVAS

  
ADDISON BURNS

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STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 1st day of July 1996 by Christopher Cuevas and Addison Burns who who have produced as Identification Florida Drivers License numbers C120-101-73-048 and R632-481-70-321-0 and who did not take an oath.



NOTARY PUBLIC  
Robert Flavel, Esquire  
Tallahassee, Florida  
Commission Expires June 30, 1998  
607-232-0070

*Robert Flavel*  
Notary Public

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for HABITUAL RECORDS, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

*Robert Flavel*  
ROBERT FLAVEL, ESQUIRE

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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