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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Bottom's Up Records, Incorporated
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

FILED
96 JUL 18 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

JUL 19 1996

Examiner's Initials

ARTICLES OF INCORPORATION

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96 JUL 18 PM 12:43
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

Article I: NAME

The name of this corporation shall be: **BOTTOM'S UP RECORDS, INCORPORATED.**

Article II: PRINCIPAL OFFICE

The address of the principal place of business and the mailing address of the corporation shall be:

13740 N.W. 19th Avenue
Bay #17
Opa Locka, Florida 33054

Article III: SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any time is: **10,000 shares at \$1.00 par value**

Article IV: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: **MELVIN FINNIE**, whose address is: **9929 N.W. 26th Avenue, Miami, Florida 33147**

Article V: INCORPORATOR(S)

The name(s), street address(es) and office(s) of the incorporator(s) to these Articles of Incorporation are as follows:

Melvin Finnie	9929 N.W. 26th Avenue
	Miami, Florida 33147
Yoba Bethel	9929 N.W. 26th Avenue
	Miami, Florida 33147

The undersigned incorporators have executed these Articles of Incorporation this 15 day of July, 1996.

Melvin Finnie
Signature

Yoba Bethel
Signature

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **BOTTOM'S UP RECORDS, INCORPORATED.**

2. The name and address of the registered agent and office is:

**MELVIN FINNIE
9929 N.W. 26th Avenue
Miami, Florida 33147**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent to act in the capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Melvin Finnie
Signature

July 15, 1996
Date