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SCOTT ANDERSON  
BANK OF AMERICA BUILDING  
2013 MAIN STREET, SUITE 307  
NARASOTA, FLORIDA 34237  
TELEPHONE: (941) 364-8737  
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96 OCT -3 PM 1:33

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MIAMI OFFICE  
420 LINCOLN ROAD, #379  
MIAMI BEACH, FLORIDA 33139  
(305) 674-1800

October 1, 1996

Office of the Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

900001963679  
-10/03/96--01034--016  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Golden Eagle Records, Inc.

Dear Sir or Madam:

Enclosed please find original Articles of Incorporation of Golden Eagle Records, Inc.

Also enclosed is my check in the amount of \$122.50 to cover the following:

Filing of Articles of Incorporation	\$35.00
Certified Copy of Articles	52.50
Registered Agent Filing Fee	35.00
Total	\$122.50

If you have any questions regarding the contents of this letter or the enclosures, please do not hesitate to call me.

Thank you for your courtesies and cooperation.

Yours truly,

LAW OFFICES OF SCOTT ANDERSON

  
Scott Anderson, Esq.

SA:mlb  
Enclosures as Noted

PH 10/8/96

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
GOLDEN EAGLE RECORDS, INC.**

**ARTICLE I. NAME**

The name of the corporation shall be GOLDEN EAGLE RECORDS, INC., and the address of the corporation is 1114 Southern Pine Lane, Sarasota, Florida 34243.

**ARTICLE II. DURATION**

This corporation shall exist perpetually.

**ARTICLE III. PURPOSE**

This corporation is organized for any lawful purpose under the laws of the State of Florida.

**ARTICLE IV. CAPITAL STOCK**

This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

**ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 2033 Main Street, Suite 307, Sarasota, FL 34237, and the name of the initial registered agent of this corporation at the address is Scott Anderson, Esq.

**ARTICLE VI. INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The

number of directors may be either increased or decreased from time to time, by By-Laws which shall never be less than one. The name and address of the initial Director of this corporation are:

Dan Gonzalez  
1114 Southern Pine Lane  
Sarasota, FL 34243

**ARTICLE VII. INCORPORATOR**

The name and address of the incorporator signing these Articles are:

Scott Anderson  
2033 Main Street, Suite 307  
Sarasota, FL 34237

**ARTICLE VIII. TRANSFERABILITY OF SHARES**

Any and all of the stockholders of this corporation may from time to time enter into such agreements as may seem expedient to them, relating to the shares of stock held by them, and limiting the transferability thereof; and thereafter any transfer of said shares shall be made in accordance with the terms of said agreement, provided that before the actual transfer of said shares on the books of the corporation, written notice of such agreement shall be stamped, written, or printed upon the certificate representing said shares, and the By-Laws of this corporation may likewise include proper provisions for the making of such agreements as aforesaid.

**ARTICLE IX. TRANSACTION WITH INTERESTED  
DIRECTORS OR OFFICERS.**

In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any individual or firm shall be in any way affected or invalidated by the fact that any of the Directors or Officers of this corporation are interested in such contract or transaction, provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of such Board at which such contract or transaction is authorized or confirmed, and provided, however, that any such Directors of this corporation who are so interested may be counted in determining the existence of a quorum at any meeting of the board of Directors of this corporation which shall authorize or confirm such contract or transaction, and any such Director may vote thereon to authorize any such contract or transaction with like force and effect as if he were not such Director or Officer of such other corporation or not so interested.

**ARTICLE X. REPLACING STOCK CERTIFICATES**

The Board of Directors may, by resolution, provide for the issuance of stock certificates to replace lost or destroyed certificates.

**ARTICLE XI. AMENDMENT**

These Articles of Incorporation may be amended in any manner provided by law.

**ARTICLE XII. INDEMNIFICATION**

The corporation shall indemnify any Director or Officer or any former Officer or Director to the full extent permitted by law.

**ARTICLE XIII. DATE OF COMMENCEMENT**

The date of commencement of this corporation shall be the date of filing these Articles of Incorporation with the Department of State, State of Florida.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26th day of September, 1996.

  
\_\_\_\_\_  
SCOTT ANDERSON  
Incorporator

STATE OF FLORIDA  
COUNTY OF SARASOTA

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared SCOTT ANDERSON (X) known to me, or (\_\_\_\_) who produced \_\_\_\_\_ as proof of identification, and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my

official seal, in the State and County aforesaid, this 26<sup>th</sup> day  
of September, 1996.



OFFICIAL SEAL  
MIRIAM L. BENNETT  
My Commission Expires  
Oct. 7, 1996  
Comm. No. CC 233844

Miriam L. Bennett  
Notary Public  
My Commission Expires:

**ACCEPTANCE BY REGISTERED AGENT**

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

DATE: 9-26-96

Scott Anderson  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA