

P960000 86362

September 28, 1996

Department of State, Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: SUNNYDAYS RECORDS

Ladies and Gentlemen:

Please find enclosed for filing one original and one copy of the Articles of Incorporation of Sunnydays Records. Also enclosed is a check in the amount of \$70.00 as the appropriate filing fee.

Please return the copy, stamped to show the date of filing, to the undersigned.


Sincerely,


Fadel Chidiac
145 Ocean Avenue Suite 218, Palm Beach
Shores, FL 33404

FILED
96 OCT 18 PM 12:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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10/16/96 21482



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 10, 1996

FADEL CHIDIAE
145 OCEAN AVENUE
SUITE 218
PALM BEACH SHORES, FL 33404

SUBJECT: SUNNYDAYS RECORDS
Ref. Number: W96000021482

We have received your document for SUNNYDAYS RECORDS and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 896A00046209

October 15, 1996

Department of State, Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

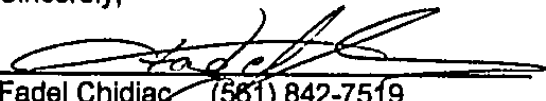
Re: SUNNYDAYS RECORDS INC.

Ladies and Gentlemen:

Please find enclosed for filing one original and one copy of the Articles of Incorporation of Sunnydays Records Inc.

Please return the copy, stamped to show the date of filing, to the undersigned. I may be reached at (561) 842-7519

Sincerely,


Fadel Chidiac (561) 842-7519
145 Ocean Avenue, Suite 218, Palm Beach
Shores, FL 33404

ARTICLES OF INCORPORATION
OF

SUNNYDAYS RECORDS INC.

ARTICLE I

The name of the Corporation is Sunnydays Records Inc.

ARTICLE II

The principal place of business and mailing address of this corporation shall be 145 Ocean Avenue, Suite 218, Palm Beach Shores, FL 33404.

ARTICLE III

The aggregate number of shares which the Corporation has authority to issue is 1,000 shares of common stock with no par value.

ARTICLE IV

The address of the initial registered office of the Corporation is 145 Ocean Avenue, Suite 218, Palm Beach Shores, Florida 33404, and the name of the Corporation's initial registered agent for service of process at such address is Fadel Chidiac.

ARTICLE V

The name and address of the incorporator to these Articles of Incorporation is:
Fadel Chidiac, 145 Ocean Avenue, Suite 218, Palm Beach Shores, FL 33404.

IN WITNESS WHEREOF, I have hereunto set my hand this 15 day of
October, 1996.



Fadel Chidiac
145 Ocean Avenue, Suite 218, Palm Beach Shores,
FL 33404

FILED
96 OCT 18 PM 12:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 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: Sunnydays Records Inc.
2. The name of the registered agent and office is:

Fadel Chidiac (561) 842-7519
145 Ocean Avenue, Suite 218, Palm Beach Shores, Florida 33404

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 AND AGREE TO ACT IN THIS 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.

SIGNATURE _____

DATE _____

Fadel Chidiac
15 day of October 1996

FILED
96 OCT 18 PM 12:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA