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97 JAN 10 AM 10:26

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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PLEASE REPLY TO:

FILE NO.: Hollywood

PERC4-0001

January 6, 1997

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Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

RE: Phatt Entertainment Record Co.

Dear Sir or Madam:

Enclosed for filing please find one original and one copy of Articles of Incorporation for above referenced corporation. Also enclosed is our firm check in the amount of \$122.50 to cover the required filing and certified copy fees. Please complete the necessary filing and return the certified copy to the undersigned.

I am also enclosing a copy of this letter, please date stamp the copy and return it in the envelope provided for your convenience.

Thank you for your prompt attention to this matter. Please call me if you have any questions.

Very truly yours,

Alan B. Cohn

ABC:jah\217425  
Enclosure

OK  
1/16/97

FILED

ARTICLES OF INCORPORATION  
OF  
PHATT ENTERTAINMENT RECORD CO.

97 JAN 10 AM 10:26

TALLAHASSEE, FLORIDA

The undersigned incorporators of these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

**NAME:** The name of this corporation shall be PHATT ENTERTAINMENT RECORD CO.

ARTICLE II

**ADDRESS:** The mailing address and street address of the initial principal office of the corporation shall be 3930 N.W. 167th Street, Building C, Miami, Florida 33054.

ARTICLE III

**NATURE OF BUSINESS:** The corporation is organized for the purpose of transacting any and all business for which corporations may be formed under Chapter 607 of the Florida Statutes, as amended from time to time.

ARTICLE IV

**CAPITAL STOCK:** This corporation shall be authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE V

**TERM OF EXISTENCE:** This corporation shall have perpetual existence.

ARTICLE VI

**INITIAL REGISTERED OFFICE AND AGENT:** The name and street address of the initial registered agent of this corporation shall be: Alan B. Cohn, 2021 Tyler Street, Hollywood, FL 33022.

ARTICLE VII

**DIRECTORS:** The corporation shall have four (4) directors initially and the number of directors may be increased or decreased from time to time as provided by the By-Laws but shall never be less than one (1).

#### ARTICLE VIII

**INITIAL DIRECTORS:** The names and addresses of the initial directors who shall hold office for the first year of existence of the corporation or until their successors have been elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Arthenia Lowe	3930 NW 167th St., Bldg. C Miami, Florida 33054
Minnie Lowe	3930 NW 167th St., Bldg. C Miami, Florida 33054
James Joyner, Jr.	3930 NW 167th St., Bldg. C Miami, Florida 33054
Wanda Lowe	3930 NW 167th St., Bldg. C Miami, Florida 33054

#### ARTICLE IX

**INCORPORATOR:** The name and address of the incorporator to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Arthenia Lowe	3930 NW 167th St., Bldg. C Miami, Florida 33054

#### ARTICLE X

**INDEMNIFICATION:** To the fullest extent permitted by the Florida Business Corporation Act, the Corporation may indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (i) is or was a director of the Corporation; (ii) is or was an officer of the Corporation; (iii) is or was serving, at the request of the Corporation, as a director of another corporation, provided that such person is or was at the time a director of such other corporation serving at the request of the Corporation; or (iv) is or was serving, at the request of the Corporation, as an officer of another corporation, provided that such person is or was at the time an officer of such other corporation serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any such person. No person falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE XI

**EFFECTIVE DATE:** These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida.

ARTICLE XII

**AMENDMENT:** These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the shareholders entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

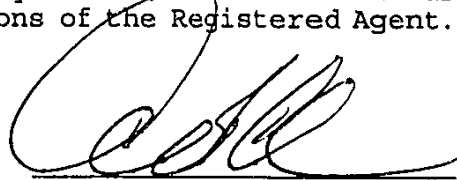
The undersigned incorporator has executed these Articles of Incorporation this 23 day of December, 1996.

  
ARTHENIA LOWE

ACCEPTANCE OF REGISTERED AGENT

Having been named as the Registered Agent to accept service of process for PHATT ENTERTAINMENT RECORD CO. at the place designated in the Articles of Incorporation, I agree to act in this capacity, I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of the Registered Agent.

Dated: December 9, 1996.

  
ALAN B. COHN

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97 JUN 19 16:19:26  
TALLAHASSEE, FLORIDA