

991000043921

May 12, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Albert J. Brodie
1055 Royal Oaks Drive
Apopka, Florida 32703

Dear Department Representative,

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****122.50 ****122.50

Enclosed please find two (2) sets of Articles of Incorporations and Certificate of Registered Agent forms for Forbidden Records, Inc. Also find a check in the amount of one hundred twenty-two dollars and fifty cents (\$122.50) for the filing fee. Please return a certified copy of the Articles and Registered Agent forms to me at the above return address. Thank you.

Yours truly,

Albert J. Brodie

Albert J. Brodie

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 14 AM 10:06

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

FOR

FORBIDDEN RECORDS, INC.

The undersigned, acting as incorporator of a corporation pursuant to Chapter 607, Florida Statutes, adopts the following Articles of Incorporation.

ARTICLE 1. NAME

The name of the corporation shall be: FORBIDDEN RECORDS, INC.

ARTICLE 2. PRINCIPLE PLACE OF BUSINESS AND MAILING ADDRESS

The principle place of business and the mailing address of this corporation shall be: 1055 Royal Oaks Drive, Apopka, Florida 32703. The board of directors may, at its discretion, move the principle office quarters to any other address in Florida.

ARTICLE 3. PURPOSE

The specific purpose for which the corporation is organized is to transact the business of a record label: to manufacture, produce, purchase or otherwise acquire, sell, import, distribute and deal in goods, wares, merchandise and materials of any kind and description.

The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.

ARTICLE 4. MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is as follows: This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws adopted by the shareholders, but shall never be less than one.

ARTICLE 5. LIMITATION OF CORPORATE POWERS

The corporate powers of the corporation are as provided in Section 607.011, Florida Statutes, unless limited as follows: None.

ARTICLE 6. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is: Albert J. Brodie, 1055 Royal Oaks Drive, Apopka, Florida 32703.

ARTICLE 7. CAPITAL STOCK

This corporation is authorized to issue One Hundred Thousand (100,000) shares of common stock with the no par value (\$0.00) per share.

ARTICLE 8. DURATION

This corporation shall exist perpetually, commencing as of the date of execution of these Articles of Incorporation

ARTICLE 9. BY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 10. INITIAL BOARD OF DIRECTORS

The names, addresses, and ownership percentage of the initial Board of Directors of this corporation are as follows:

1. David G. Brodie, 808 Bambi Avenue, Altamonte Springs, Florida 32714, Fifty Percent (50%) owner
2. Albert J. Brodie, 1055 Royal Oaks Drive, Apopka, Florida 32703, Twenty-Five Percent (25%) owner
3. Jill Towers Brodie, 1055 Royal Oaks Drive, Apopka, Florida 32703, Twenty-Five Percent (25%) owner

ARTICLE 11. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 12. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, as provided by law. Any right conferred upon the shareholders in subject to this reservation.


ARTICLE 13. INCORPORATORS

The name and street address of the incorporators for these Articles of Incorporation is:

1. Albert J. Brodie, 1055 Royal Oaks Drive, Apopka, Florida 32703
2. Jill Towers Brodie, 1055 Royal Oaks Drive, Apopka, Florida 32703
3. David G. Brodie, 808 Bambi Avenue, Altamonte Springs, Florida 32714

THE UNDERSIGNED INCORPORATORS have executed these **ARTICLES OF INCORPORATION** this 12th day of May, 1997.

Signature of Incorporator(s)


Albert J. Brodie

CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 14 AM 10:06

Pursuant to the provisions of Section 607.0501, 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 **FORBIDDEN RECORDS, INC.**
2. The name and address of the registered agent and office is:

ALBERT J. BRODIE
1055 ROYAL OAKS DRIVE
APOPKA, FLORIDA 32703

HAVING BEEN NAMED AS ABOVE 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 PROVISION 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.


ALBERT J. BRODIE

5/12/97
DATED