

PRO RECORDS U.S.A. INC.

MIAMI, FLORIDA 33174 (305)552-5973
 City/State/Zip Phone #

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 City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

Office Use Only

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

1. PRO RECORDS U.S.A. INC.
 (Corporation Name) (Document #)

2. _____ (Corporation Name) (Document #) 400002260744--0
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3. _____ (Corporation Name) (Document #)

4. _____ (Corporation Name) (Document #)

- Walk in Pick up time 2:00 Certified Copy
 Mail out Will wait Photocopy Certificate of State

FILED
 97 AUG -7 PM 1:02
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

NEW FILINGS	
<input 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

8/7/97

Examiner's Initials	
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ARTICLES OF INCORPORATION

OF

PRO RECORDS U.S.A. INC.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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The undersigned, desiring to form a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liabilities, rights and privileges and immunities of corporations for profit, certifies that:

ARTICLE I - NAME

The name of this corporation is: Pro Records U.S.A. Inc.

ARTICLE II - EXISTENCE

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of this State.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of common stock, each having a par value of no par, which shall be designated as common shares.

ARTICLE V - ADDRESS

The street address and mailing address of the registered office of this Corporation is:

2000 S. Dixie Hwy, Suite 100-M
Miami, Florida 33133

and the name of the initial registered agent of this corporation at that address is:

Michel Huysman
Attorney at Law

who hereby is familiar with and accepts the duties and responsibilities as registered agent for said corporation.

ARTICLE VI - DIRECTORS

This corporation shall have one director initially. The number of directors may either increase or diminish from time to time in accordance with the by-laws but shall never be fewer than one (1). The name and address of the initial director of this corporation is:

Symeon Stanford

The principal corporate office is at:

15911 N.W. 39 Court
Opa Locka, FL 33054

ARTICLE VII - SUBSCRIBERS

The name and address of the Incorporator signing these Articles of Incorporation is:

Symeon Stanford, 15911 N.W. 39 Court, Opa Locka, FL 33054

ARTICLE VIII - ALIENATION OF SHARES

No shareholder of the Corporation may sell or transfer his shares to another without first offering them to the other shareholders of the Corporation, and he must offer them at the same price.

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws of this Corporation shall be vested in the Board of Directors and Shareholders.

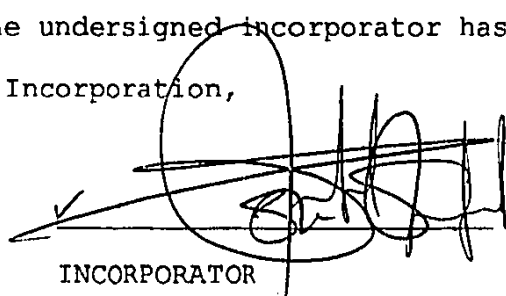
ARTICLE X - DIRECTORS' COMPENSATION

The Shareholders of this Corporation shall have the exclusive authority to fix the compensation of the Directors of the Corporation.

ARTICLE XI - AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation,

A handwritten signature in black ink, consisting of several overlapping loops and lines, positioned above the word 'INCORPORATOR'.

INCORPORATOR

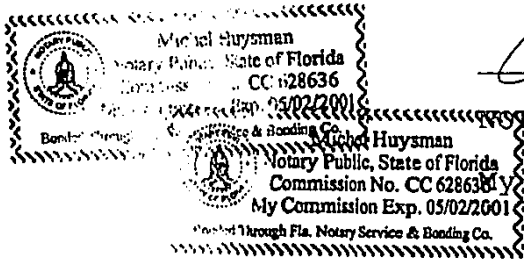
STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Symeon Stanford, to me well known and known to me to be the individual described herein and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS, my hand and official seal in the County and State named above, this 5th day of August 1997.

[Handwritten Signature]



NOTARY PUBLIC, State of Florida at Large
My Commission Expires:

THE UNDERSIGNED hereby notifies that he has accepted the position and agrees to act as Registered Agent for PRO RECORDS U.S.A. INC.

[Handwritten Signature]
MICHEL HUYSMAN, ESQ.

SWORN TO and subscribed before me this 5 day of Aug, 1997.

[Handwritten Signature]
NOTARY PUBLIC, State of Florida at Large
My Commission Expires:

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

