



THE UNITED STATES
CORPORATION
COMPANY

097000105081

ACCOUNT NO. : 072100000032

REFERENCE : 634160 7141351

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : \$ 70.00

ORDER DATE : December 12, 1997

ORDER TIME : 4:06 PM

ORDER NO. : 634160-005

CUSTOMER NO: 7141351

CUSTOMER: Ms. Donna Marshall Nelson
MR. GLASON STEWART

2123 S. State Road 7

Hollywood, FL 33023

200002371552--5

DOMESTIC FILING

NAME: FAT CAT RECORDS AND GEARS,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 15 AM 10:50

RECEIVED
97 DEC 15 PM 10:03
DIVISION OF CORPORATIONS
12/15/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 15 AM 10:50

ARTICLES OF INCORPORATION
OF

FAT CAT RECORDS AND GEARS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

FAT CAT RECORDS AND GEARS, INC.

The address of the principal office of this corporation shall be 2123 South State Road 7, Hollywood, Florida 33023, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have four Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Glason Stewart	2123 South State Road 7, Hollywood, Florida 33023
Wesley Nelson	Same
David Johnson	Same
Carl Mighty	Same

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97 DEC 15 AM 10:50

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to
these Articles of Incorporation:

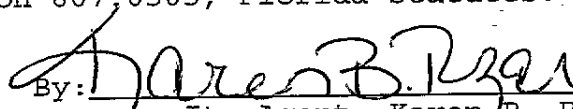
Corporate Agents, Inc.
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these
Articles of Incorporation on December 12, 1997.


Its Agent, Karen B. Rozar
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware
corporation authorized to transact business in this
State, having a business office identical with the
registered office of the corporation named above, and
having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and
accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.

By: 
Its Agent, Karen B. Rozar
Authorized Service Representative
Corporation Service Company

CKS