

P97000105190

Boursiquot Enterprises
1500 North West 19th Street
Fort Lauderdale, Florida 33311
December 09, 1997

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

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-12/15/97-01047-006
*****70.00 *****70.00

RE: ARTICLES OF INCORPORATION
Enclosed is a money order for Seventy Dollars

FILED
97 DEC 15 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9N12-15-97

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida Business Corporation Act, adopt(s) the following Articles of Incorporation:

ARTICLE ONE NAME

The name of the corporation shall be: SOUNDS OF PROFIT, INCORPORATED.

ARTICLE TWO PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
540 NORTH WEST 4TH AVENUE, SUITE 1901, FORT LAUDERDALE, FLORIDA
33311.

ARTICLE THREE CORPORATION DURATION

The duration of the corporation is perpetual.

ARTICLE FOUR PURPOSE(S)

The general purposes for which the corporation is organized are:

1. To engage in the business of producing recordings for the distribution of records, tapes, compact discs, videos, etc.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the proceeding business.
3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE FIVE CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE SIX REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 540 NORTH WEST 4TH AVENUE, FORT LAUDERDALE, FLORIDA 33311 and the name of its initial registered agent at such address, is JOSEPH LORENZO McKINNEY, JR.

ARTICLE SEVEN DIRECTORS

The number of directors constituting the corporation's initial board of directors is two(2).

The name and address of each person who is to serve as a member of the initial board of directors is:

- 1) JOPSEPH McKINNEY, JR. 540 NW 4TH AVE., FT. LAUD., FL 33311
- 2) ANTHONY BRUNSON 540 NW 4TH AVE., FT. LAUD., FL 33311

ARTICLE EIGHT INCORPORATIONS


The name and address of each incorporator is:

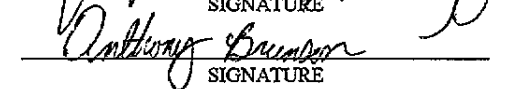
- 1) JOPSEPH McKINNEY, JR. 540 NW 4TH AVE., FT. LAUD., FL 33311
- 2) ANTHONY BRUNSON 540 NW 4TH AVE., FT. LAUD., FL 33311

The undersigned have executed these Articles of Incorporation this 9TH day of December 1996, A.D.

JOSEPH L. McKINNEY, JR.

ANTHONY BRUNSON


SIGNATURE


SIGNATURE

*

* Articles of Inc. by Dollie Boursiquot
Boursiquot enterprises general business services
1500 NW 19th Street, Ft. Laud., FL 33311-3503
(954)522-4010

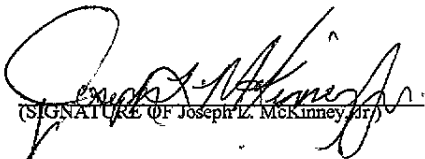
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE**

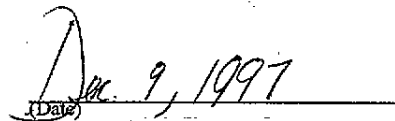
PURSUANT TO FLORIDA STATUTE §607.0501 or FS §617.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1) The name of the corporation is: SOUNDS OF PROFIT, INCORPORATED.
- 2) The name and address of the registered agent and office is:

JOSEPH LORENZO McKINNEY, JR.
540 NW 4TH AVENUE
FORT LAUDERDALE, FL 33311

Having been named as registered agent and to accept services 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 OF Joseph L. McKinney, Jr.)


(Date)

DIVISION OF CORPORATION, P.O. BOX 6327, TALLHASSEE, FL

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