

TRANSMITTAL LETTER

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

200002389152--4
-01/05/98--01030--019
*****78.75 *****78.75

SUBJECT: Woald Soul-JAHZ, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Anthony B. Smith
Name (Printed or typed)

707 N.W. 95th Street
Address

Miami, Florida 33150-1804
City, State & Zip

(305) 691-3113
Daytime Telephone number

FILED
98 JAN -5 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

1/8/98-7911

ARTICLES OF INCORPORATION

OF

WORLD SOUL-JAHZ INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **Name.** The name of the corporation is World Soul-Jahz Inc.
2. **Duration.** The period of duration is perpetual
3. **Purpose.** The purpose is to provide Entertainment and Management services and to engage in any activities under the laws of the United States of America and The State of Florida.
4. **Capital Stock.** The corporation is authorized to issue one million shares of common stock at \$ 10.00 par value.
5. **Initial Registered Office and Agent.** The name and address of the initial registered agent is as follows:

Anthony B. Smith
707 NW 95th St.
Miami Florida 33150
6. **Principal Office and Mailing Address.** The initial principal office of this corporation and its initial mailing address is as follows:

WORLD SOUL-JAHZ INC.
707 NW 95th St.
Miami Florida 33150

Document Prepared by:
Anthony B. Smith
707 NW 95th St.
Miami Florida 33150

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7. **Initial Board of Directors.** This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The name and address of the initial director of this corporation is:

Anthony B. Smith
707 NW 95th St.
Miami Florida 33150

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

Anthony B. Smith
707 NW 95th St.
Miami Florida 33150

9. **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.

10. **Indemnification.** This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law as currently in effect or as amended in the future.

11. **Debts of the Corporation.** The private property of the shareholders shall not be subject to payment of the corporate debts in any event.

12. **Conflict of Interest.** This corporation expressly elects not to be governed by Florida Statutes Section 607.0901 (1991), as amended, relating to affiliated transactions. No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 31 day of December, 1997.

[Signature]
Anthony B. Smith, Incorporator
FLA. Driver's Lic #
SS30-002-76-213-0

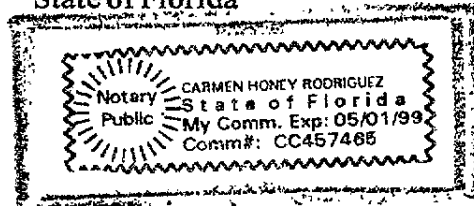
STATE OF FLORIDA)
)
COUNTY OF DADE)

[Signature]
Anthony B. Smith, Registered Agent

BEFORE ME, the undersigned authority personally appeared Anthony B. Smith, to me known to be the person who executed the foregoing Articles of Incorporation, and who has produced FLA. Driver's Lic # as identification or _____ is personally known by me and he acknowledged to me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 31 day of December 1997.

Carmen Honey Rodriguez
Notary Public
State of Florida



My Commission Expires:

STATE OF FLORIDA)
)
COUNTY OF DADE)


BEFORE ME, the undersigned authority personally appeared Anthony Smith to me known to be the person who executed the foregoing Articles of Incorporation, and who has produced FLA. Driver's Lic # as identification or _____ is personally known by me and he acknowledged to me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 31 day of December 1997.

Articles of Incorporation
Page 4

STATE OF FLORIDA)
)
COUNTY OF DADE)

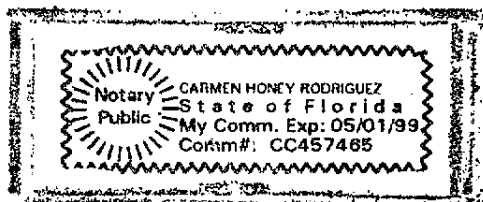
The undersigned being the duly elected and acting Chief Executive Officer for WORLD SOUL-JAHZ INC. does on behalf of WORLD SOUL-JAHZ INC. certify that he is familiar with and accepts the duties and responsibilities of Chief Executive Officer for WORLD SOUL-JAHZ INC.

By: 
NAME: Anthony B. Smith
TITLE: Chief Executive Officer
FLA. Driver's Lic #
5530-002-76-213-0

STATE OF FLORIDA)
)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 31 day of December, 1997 by Anthony B Smith, who has produced FLA. Driver's Lic # as identification for World Soul-Jahz Inc. or _____ is personally known by me.

Carmen Honey Rodriguez
Name:
Notary Public



STATE OF FLORIDA)
)
COUNTY OF DADE)

The undersigned being the duly elected and acting Registered Agent for WORLD SOUL-JAHZ INC. does on behalf of WORLD SOUL-JAHZ INC. certify that he is familiar with and accepts the duties and responsibilities of Registered Agent for WORLD SOUL-JAHZ INC.

By: _____

NAME: Anthony B. Smith

TITLE: C.E.O./Registered Agent

FLA. Drivers Lic #

5530-002-76-213-0

STATE OF FLORIDA)
)
COUNTY OF DADE)

FILED
98 JAN -5 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 31 day of December, 1997 by Anthony B. Smith, who has produced FLA. Driver's Lic as identification for WORLD SOUL-JAHZ INC. or _____ is personally known by me.

Carmen Honey Rodriguez
Name:
Notary Public

