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A LAW OFFICE OF

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February 2, 1998

Secretary of State
Division of Corporations
Department of State
Tallahassee, FL 32301

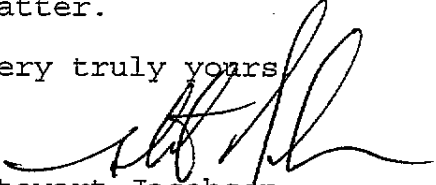
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*****70.00 *****70.00

Re: Head-Mo Records, Co.
Our File No.: 4376C

Gentlemen:

Enclosed please find original and one copy of Articles of Amendment to Articles of Incorporation for the above named corporation along with our check in the sum of \$70.00, and a self-addressed, stamped envelope. Upon receipt of these items, please file the Articles of Amendment to Articles of Incorporation and forward the copy, conformed, to this office. Thank you for your attention to this matter.

Very truly yours


Stewart Jacobson

SJ:mo
Enclosure

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DIVISION OF CORPORATIONS
98 FEB 20 PM 2:06

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ARTICLES OF INCORPORATION
OF
HEAD-MO RECORDS, CO.

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DIVISION OF CORPORATIONS
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The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is: HEAD-MO RECORDS, CO.

ARTICLE II

NATURE OF BUSINESS

That this corporation shall engage in any activity permitted under the laws of the State of Florida and the United States of America.

ARTICLE III

AUTHORIZED SHARES

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 500 shares at \$1.00 per share per value.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall not be less than \$500.00.

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI

INITIAL STREET ADDRESS

The initial street address of the principal office of this corporation in the State of Florida is: 3408 Hibiscus Place, Miramar, Florida, 33023.

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII

DIRECTOR(S)

This corporation shall have THREE director(s) initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws.

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability, provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such

officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

ARTICLE VIII

INITIAL DIRECTOR(S)

The name(s) and post office address(es) of the member(s) of the first Board of Directors are as follows:

NAME	ADDRESS
Thomas Roberts	3408 Hibiscus Place, Miramar, FL 33023
Desiree Roberts	3408 Hibiscus Place, Miramar, FL 33023
Frank Dallip	3408 Hibiscus Place, Miramar, FL 33023

ARTICLE IX

INCORPORATORS

The name(s) and post office address(es) of each of the incorporator(s) to these Articles of Incorporation is/are:

NAME	SHARES	ADDRESS
Thomas Roberts	100	3408 Hibiscus Place Miramar, FL 33023

ARTICLE X

AMENDMENT

These Articles of Incorporation may be amended in any manner provided by law.

ARTICLE XI

DATE OF COMMENCEMENT OF CORPORATE EXISTENCE

The date of commencement of corporate existence of this corporation shall be upon filing with the Secretary of State.

ARTICLE XII

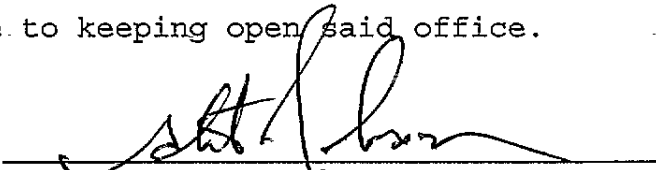
RESIDENT AGENT DESIGNATION

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST - That HEAD-MO RECORDS, CO. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in these Articles of Incorporation in the City of Miramar, County of Broward, State of Florida, has named Stewart Jacobson, 950 South Federal Highway, Hollywood, Florida, 33020 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Stewart Jacobson
Resident Agent

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 20 PM 2:06

IN WITNESS WHEREOF, the party to these Articles of
Incorporation has hereunto set his hand and seal this 2nd day of
February, 1998.

Thomas Roberts

Thomas Roberts

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day before me, a Notary Public,
duly authorized in the State and County named above, to take
acknowledgments, personally appeared Thomas Roberts, who is
personally known to me or has produced DRIVERS LICENSE as
identification and who executed the foregoing Articles of
Incorporation and acknowledged before me that he/she/they signed
these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named
above this 2nd day of February, 1998.

[Signature]
NOTARY PUBLIC STATE OF FLORIDA

My Commission Expires:

