

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 APR -9 PM 12: 59

P98000032803

Klara Recordings, Inc

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*****140.00 *****70.00

- ☒ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☐ Cert. Copy
- ☒ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

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98 APR -9 AM 10: 30
DIVISION OF CORPORATIONS

Signature

Requested by:

Name

4/9/98

Date

10:30

Time

Walk-In

Will Pick Up

RP
04-09-98

ARTICLES OF INCORPORATION OF

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Kiara Recordings Inc.

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The undersigned incorporator, desiring to form a business corporation under the laws of the State of Florida, do hereby adopt the following articles:

ARTICLE ONE. NAME. The name of this corporation is

Kiara Recordings Incorporated .

ARTICLE TWO. INITIAL REGISTERED OFFICE AND REGISTER AGENT.

The address of the corporation's registered/office and principal is 1426 Northwest 83rd Terrace, Miami, Florida 33147

and the name of the corporation's initial registered agent at such address is Harry R. Hoston .

ARTICLE THREE. PURPOSES. The purposes for which this corporation is organized are for making and producing recordings of music or otherwise, (i.e. videos, movies, tapes records etc.) and to engage in any activity within said purposes for which a corporation may be organized and operated under the laws of the State of Florida except as restricted herein.

ARTICLE FOUR. CAPITAL STRUCTURE. Its shareholders may elect that this corporation be treated as a S corporation under **Section 1372(a)** of the **Internal Revenue Code of 1986 as amended**, and have its income taxed directly to its stockholders. Accordingly, this corporation is authorized to issue one class of common stock, and all such issued stock shall be held of record by not more than ten persons or as otherwise permitted an S corporation under said Code. Such stock shall be issued and transferred only to (1) **natural persons; (2) estates; or (3) a trust as described in**

Section 1371 of said Code defining a Qualified "Small Business Corporation." In addition, as a S corporation, no stock shall be issued or transferred to a non-resident alien.

The corporation shall be authorized to issue 10,000 (ten thousand) shares of stock with a par value of one dollar (\$1.00).

ARTICLE FIVE. PRE-EMPTIVE RIGHTS. If there are to be pre-emptive rights, such pre-emptive rights shall be provided for in the bylaws.

ARTICLE SIX. DIRECTORS. The number of directors constituting the initial Board of Directors is 1, and the names and addresses of the persons who are to serve as the initial directors are:


Harry R. Hoston
1426 N.W. 83rd Terrace
Miami, Florida 33147

ARTICLE SEVEN. PERIOD OF DURATION. The duration of this corporation shall be perpetual.

ARTICLE EIGHT. INCORPORATOR. The name and address of the incorporator is:

Harry R. Hoston
1426 N.W. 83rd Terrace
Miami Fl. 33147

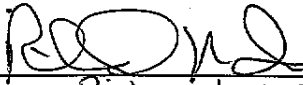
Executed at Miami, this 6 day of April, 1998.



STATE OF FLORIDA)
COUNTY OF DADE)

Harry R. Hoston

The foregoing instrument was acknowledge before this 6
day of April, 1998, by Harry Hoston, as
incorporator of the above corporation. He is personally known by
me and did not take any oath.


Name: Richard N. Irvin
Commission No: CC 386760
Notary Public
State of Florida

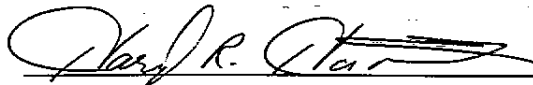
My commission expires:



RICHARD N IRVIN
My Commission CC386760
Expires Aug. 27, 1998
Bonded by ANB
800-852-5878

ACCEPTANCE BY RESIDENT AGENT

Having been appointed the resident agent of this corporation
as described above, the undersigned accepts such appointment,
agrees to act in such capacity, and accepts the obligations
imposed by Florida Statutes Section 617,023, this 6 day of
April, 1998.



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