

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: LYRICAL ENTERTAINMENT, INC.

AUDIT NUMBER.....H9800007522

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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**ARTICLES OF INCORPORATION
OF
LYRICAL ENTERTAINMENT, INC.**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the State of Florida.

ARTICLE I

The name of the corporation is LYRICAL ENTERTAINMENT, INC.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The Corporate existence shall commence as of filing of the Articles of Incorporation.

ARTICLE III

The corporation is organized for the purpose of musical promotion and production and all other legal business.

**ARTICLE IV
CAPITAL STOCK**

The corporation is organized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of common stock at \$1.00 par value per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities.

Prepared by Colin Robinson
ROBINSON & COMPANY
17645 NW 27TH AVE, MIAMI, FL 33056 PHONE: (305) 621-7555/6579

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ARTICLE V

The name of the initial registered agent of this corporation is PHILIPPE GERMAIN. The street address of the initial registered office of the corporation in the State of Florida is 2162 NW 105th STREET, MIAMI, FLORIDA, 33147.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

The corporation shall have two (2) initial directors. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street address of the initial Directors are:

PHILIPPE GERMAIN

2162 NW 105th Street
Miami, FL 33147

JACKIE DELICE

2162 NW 105th Street
Miami, FL 33147

**ARTICLE VII
INCORPORATION**

The name and address of the incorporator of these articles of Incorporation is PHILIPPE GERMAIN, 2162 NW 105th STREET, MIAMI, FLORIDA 33147.

**ARTICLE VIII
BYLAWS**

The name and address of the incorporator of these articles of Incorporation is PHILIPPE GERMAIN, of 2162 NW 105th STREET, MIAMI, FLORIDA 33147.

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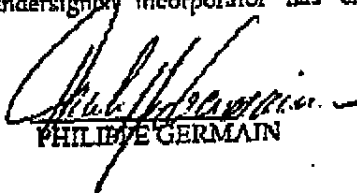
**ARTICLE IX
INDEMNIFICATION**

The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise.

**ARTICLE X
AMENDMENT**

This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, the 10 day of MAY 1998.


PHILIPPE GERMAIN

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STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgment in the State and County set forth above, personally appeared PHILIPPE GERMAIN, known to me and known by me to be the person who executed the foregoing Article of Incorporation, and he acknowledged before me that he executed these Article of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid, this 10 day of April 1998.



"OFFICIAL SEAL"
Colin O. Robinson
My Commission Expires 8/5/98
Commission #CC 405099

Colin O. Robinson
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

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CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED


In compliance with Sections 48.091 and 607.034, Florida Statutes the following is submitted:

FIRST that LYRICAL ENTERTAINMENT, INC. desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 2162 NW 105th STREET, MIAMI, FLORIDA 33147 has named PHILIPPE GERMAIN of 2162 NW 105th STREET, MIAMI, FLORIDA 33147, as its agent to accept service of process within Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Dated this 10 day of March, 1998.

BY: 
PHILIPPE GERMAIN
Registered Agent

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