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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
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NAME: HEAVY HITTERS RECORDING, INC.

AUDIT NUMBER.....H98000009329

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

CERT. OF STATUS..0

PAGES.....5

CERT. COPIES.....1

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**ARTICLES OF INCORPORATION  
OF  
HEAVY HITTERS RECORDING, INC.**

THE UNDERSIGNED SUBSCRIBER (INCORPORATOR) to these Articles of Incorporation, desiring to organize a corporation for the purposes hereinafter stated, pursuant to the Laws of the State of Florida, hereby certifies as follows:

**ARTICLE I - NAME**

The name of this corporation is HEAVY HITTERS RECORDING, INC.

**ARTICLE II - DURATION**

This corporation is to exist perpetually.

**ARTICLE III - PURPOSE**

This corporation may engage or transact in any or all lawful activities or business permitted under the Laws of the United States, the State of Florida, or any other state, country, territory, or nation.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue Five Hundred (500) shares of One (\$1.00) par value common stock.

**ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

This instrument was prepared by:

Ira S. Silver, Esq.  
Florida Bar #221351  
Silver & Silver  
150 S.E. 2nd Ave., Ste. 500  
Miami, FL 33131  
(305) 374-4888

H98000009329

H98000009329

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation is 8350 NW 14th Court, Miami, Florida 33147. The name of the initial registered agent is Reginald Lee, 8350 NW 14th Court, Miami, Florida 33147.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Reginald Lee  
President

8350 NW 14th Court  
Miami, Florida 33147

Earl Smith  
Vice President

8350 NW 14th Court  
Miami, Florida 33147

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

Reginald Lee  
President

8350 NW 14th Court  
Miami, Florida 33147

ARTICLES IX - POWERS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE XII - SHAREHOLDER AGREEMENT

The shareholders of this corporation may at any time from time to time enter into shareholder agreements not inconsistent with the

H98000009329

H98000009329

powers of authority conferred by law, but including provisions which by law is required to be permitted to be set forth in the by-laws of the corporation.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereof, any right conferred upon the shareholders subject to this reservation.

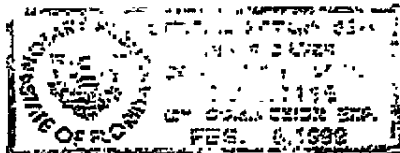
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 18 day of May, 1998.

  
Reginald Lee, President

STATE OF FLORIDA)  
COUNTY OF DADE )

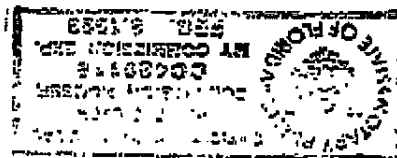
I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, Reginald Lee, to me well known to be the person who executed the foregoing Article of Incorporation, and he acknowledged to me that he executed the same for the purposes herein stated.

SWORN TO AND SUBSCRIBED before me this 18 day of May, 1998.



  
NOTARY PUBLIC  
J. S. SILVER  
Printed Name

My Commission Expires:



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H98000009329

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named to accept services of process for the above styled corporation, at place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

  
REGINALD LEE  
REGISTERED AGENT

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TALLAHASSEE, FLORIDA

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