

P980000 47062

CAROLYN THOMAS

ACCOUNTING - TAXES - MANAGEMENT CONSULTING

Telephone (407) 359-9673

May 10, 1998

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314
(904) 478-6052

600002533226--7
-05/22/98--01041--020
****122.50 ****122.50

Re: Filing of Articles of Incorporation for R & B Records, Inc.

Dear Sirs:

Please find enclosed an original and 1 copy of the Articles of Incorporation for filing. Also, enclosed is a check in the amount of \$122.50 (One hundred twenty-two & 50/100 Dollars) to cover the filing fees and costs associated with this submittal, as well as a stamped, self-addressed envelope.

Please return to me one of the conformed copies of the Articles of Incorporation in the enclosed stamped, self-addressed envelope.

If you have any questions or require additional information, please write or call me at (407) 359-9673.

Regards,

Carolyn J. Thomas

Carolyn J. Thomas

Enclosure:

APPROVED
AND
FILED
98 MAY 22 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAY 27 1998

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of incorporation.

ARTICLE I

The name of the corporation shall be:

R & B RECORDS, INC.

ARTICLE II

The principal place of business and mailing address of this corporation shall be:

3365 Bellington Drive
Orlando, FL 32835

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

500 shares

ARTICLE IV

The name and address of the initial registered agent is:

MARISA JACKSON

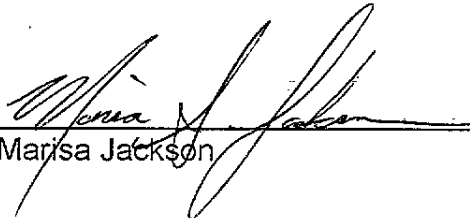
APPROVED
AND
FILED
98 MAY 22 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

The name and street address of the incorporator to these Articles of Incorporation is:

Marisa Jackson
3365 Bellington Drive
Orlando, FL 32835

The undersigned incorporator has executed these Articles of Incorporation this
10th day of MAY, 1998



Marisa Jackson

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

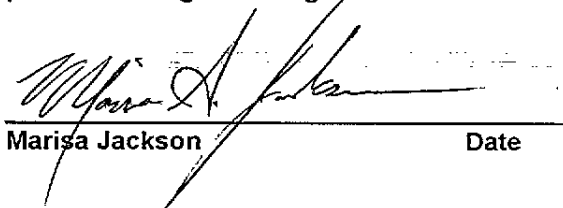
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501,
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED
UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATION THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

1. The name of the corporation is: R & B Records, Inc.

2. The name and address of the registered agent and office is:

Marisa Jackson
3365 Bellington Drive
Orlando, FL 32835

Having been named as registered agent and to accept service of process for the above
stated corporation at the place designated in this certificate, I hereby accept the
appointment as registered agent and agree to act in this capacity. I further agree to
comply with the provisions of all statutes relating to the proper and complete
performance of my duties, and I am familiar with and accept the obligations of my
position as registered agent.



Marisa Jackson Date

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AND
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TALLAHASSEE, FLORIDA