

6/10/98

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

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: GROOVESHACK PRODUCTIONS, INC.

AUDIT NUMBER.....H98000010796

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

511 6/10/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 10, 1998

EMPIRE

SUBJECT: GROOVESHACK PRODUCTIONS, INC.
REF: W98000013345

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ARTICLES OF INCORPORATION
OF

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GROOVESHACK PRODUCTIONS, INC. JUN 10 PM 2: 42

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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be GROOVESHACK PRODUCTIONS, INC..

ARTICLE II NATURE OF BUSINESS

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

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 3605 SW 29 Street, Miami, Florida, 33133 and the name of the initial Registered Agent for the corporation at that address is Kim Jade Fry.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

16181 S.W. 78 Street
Miami, Florida 33193
Office (305) 388-8406
Fax (305) 388-8412
Beeper (305) 881-4221
1-800-860-1000 ID # 664841

Jorge A. Lopez
B.B.A. & M.B.A.

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ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Kim Jade Fry SS# 098-68-0801

William Fry SS# 261-56-7542

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ARTICLE IX INCORPORATOR

The name and address of the incorporator is:

Kim Jade Fry SS# 098-68-0801
3605 SW 29 Street
Miami, Florida 33133

IN WITNESS WHEREOF, the undersigned has hereunto set his
hand and seal on this 4th June, 1998.

Incorporator

Kim Jade Fry

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was executed and acknowledged
before me this 4th day of June, 1998, by Kim Jade Fry.



Notary Public
State of Florida
My Commission Expires:



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**DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT**

The following is submitted in compliance with the laws of the State of Florida. GROOVESHACK PRODUCTIONS, INC., a corporation organizing under the laws of the State of Florida, with its principal office located at 3605 SW 29 Street, Miami, Florida, 33133 has named Kim Jade Fry, whose address is 3605 SW 29 Street, Miami, Florida, 33133, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent

Kim Jade Fry

**STATE OF FLORIDA
COUNTY OF DADE**

BEFORE ME, the undersigned authority, this day personally appeared Kim Jade Fry, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 4th day of June, 1998.

FILED
98 JUN 10 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



[Signature]
Notary Public
State of Florida
My Commission Expires:

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