

P98000082270

APRIL 4, 1998

STATE OF FLORIDA  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
POST OFFICE BOX 6327  
TALLAHASSEE, FLORIDA  
32314

000002644320--0  
-09/21/98--01049--018  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

SUBJECT: VIDEO MUSIC REVIEW PRODUCTIONS, INC.

DEPARTMENT OF REPRESENTATIVE;

ENCLOSED HERewith PLEASE FIND DUPLICATE ORIGINALS OF THE CAPTIONED CORPORATION. ALSO  
ENCLOSED IS A CHECK IN THE AMOUNT OF \$122.50 REPRESENTING THE \$35.00 FILING FEE. \$35.00  
REGISTERED AGENT DESIGNATION FEE, AND \$52.50 CERTIFIED COPY FEE.

PLEASE RETURN A COPY OF THE APPROVED ARTICLES TO THE ATTENTION OF THE UNDERSIGNED.

NANCY MAILLOUX  
VIDEO MUSIC REVIEW PRODUCTIONS, INC.  
1915 NORTH ST.  
LONGWOOD, FL, 32750

NFM / tb

/ENCLOSURES

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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EFFECTIVE DATE  
9-21-98

9-23  
WS

ARTICLES OF INCORPORATION  
OF  
VIDEO MUSIC REVIEW PRODUCTIONS, INC.

The undersigned, Nancy Mailloux being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a Corporation pursuant to the laws of the State of Florida, acting on behalf of the board of directors of the Corporation herein below named, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

**ARTICLE I**  
**NAME**

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The name of this Corporation shall be "VIDEO MUSIC REVIEW PRODUCTIONS, INC". (the "Corporation") and its principal place of business shall be located

**1915 NORTH ST.  
LONGWOOD, FL, 32750**

or at such other place as the Corporation's Board of Directors may hereafter designate.

**ARTICLE 11**  
**Commencement of Corporate Existence**

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This Corporation shall commence corporate existence on the date of signing these articles of incorporation by the Incorporator, and this Corporation shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III**  
**General Purpose; General Powers**

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The general purpose of this Corporation shall include, without limitation, engaging in the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida General Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following:

- (a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (c) To sell, convey, mortgage, pledge, create security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (d) To lend money to and use its credit to assist its officers and employees.
- (e) To purchase or otherwise acquire letters patent, concessions, licenses, inventions, rights and privileges, subject to royalty or otherwise, and whether exclusive, non-exclusive, or limited, or any part interest in any of the foregoing, whether in the United States or in any other part of the world; to sell, let, or otherwise grant any

**EFFECTIVE DATE**  
**9-17-98**

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(o) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other

(q) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(r) To be a promoter, Incorporator, general partner limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(s) To have and exercise all powers necessary or convenient to effect its general purpose.

#### **ARTICLE IV Capital Stock**

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1. **NUMBER AND CLASS OF SHARES AUTHORIZED; PAR VALUE.** This Corporation is

4. **DIVIDENDS.** The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the voting common stock of the corporation.

5. **LOST OR DESTROYED CERTIFICATES.** Stock Certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the bylaw of this Corporation.

6. **PREEMPTIVE RIGHTS.** Each Shareholder of the Corporation shall have the right, upon the sale for

authorized to issue ten thousand (10,000 ) shares of voting stocks, having a par value of (50) Fifty cents per share.

2. **VOTING RIGHTS.** The holder of common stock shall possessed and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote foreach share held. Shareholders holding common stock shall have no cumulative voting rights in any election of the directors of the Corporation.

3. **CONSIDERATION FOR ISSUANCE OF STOCK.** The Board of Directors of the Corporation may from time to time issue the authorized stock of the Corporation, or any part thereof, for such consideration as it may deem equivalent to or in excess of the par value thereof the authorized stock of the Corporation may be paid for, in whole or in part, in cash, promissory note or other property, tangible or intangible, or in labor or services actually performed for the Corporation at a fair valuation placed on such property or services by the Board of Directors. Future services evidenced by a written agreement may constitute payment or part payment for the issuance of stock of the Corporation.

cash or otherwise, of any new stock of they Corporation or any stock of the Corporation held by it in its treasury or othe to purchase his or her pro rate or any other share of such stock at the same price at which it is offered to others or any other price.

#### **ARTICLE V**

4. **DIVIDENDS.** The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the voting common stock of the corporation.
5. **LOST OR DESTROYED CERTIFICATES.** Stock Certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the bylaw of this Corporation.
6. **PREEMPTIVE RIGHTS.** Each Shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or any stock of the Corporation held by it in its treasury or otherwise to purchase his or her pro rate or any other share of such stock at the same price at which it is offered to others or any other price.

**ARTICLE V**  
**Initial Registered office and Agent**

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The initial registered office of this Corporation shall be located

**1915 NORTH STREET  
LONGWOOD, FL, 32750**

and the initial registered agent of the Corporation at the address

SHALL BE:

**NANCY MAILLOUX  
1915 NORTH ST  
LONGWOOD, FL 32750**

2. **VOTING RIGHTS.** The holder of common stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding common stock shall have no cumulative voting rights in any election of the directors of the Corporation.
3. **CONSIDERATION FOR ISSUANCE OF STOCK.** The Board of Directors of the Corporation may from time to time issue the authorized stock of the Corporation, or any part thereof, for such consideration as it may deem equivalent to or in excess of the par value thereof the authorized stock of the Corporation may be paid for, in whole or in part, in cash, promissory note or other property, tangible or intangible, or in labor or services actually performed for the Corporation at a fair valuation placed on such property or services by the Board of Directors. Future services evidenced by a written agreement may constitute payment or part payment for the issuance of stock of the Corporation.

The Corporation may change its registered agent or the registered office, or both, from time to time without amendment of these articles of incorporation.

### **Initial Registered office and Agent**

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The initial registered office of this Corporation shall be located

**1915 NORTH STREET  
LONGWOOD, FL, 32750**

and the initial registered agent of the Corporation at the address

SHALL BE:

**NANCY MAILLOUX  
1915 NORTH ST  
LONGWOOD, FL 32750**

The Corporation may change its registered agent or the registered office, or both, from time to time without amendment of these articles of incorporation.

### **ARTICLE VI Initial Board of Directors**

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This initial Board of Directors of this Corporation shall consist of three (2) directors. The number of directors of the Corporation shall be specified, from time to time, by the by-laws provided, however, the number of directors shall never be less than two (2). The names and street addresses of the initial directors of this Corporation are:

**PRESIDENT  
KEVIN KEEN  
1226 GATTIS DR.  
ORLANDO, FL, 32825**

**CEO/TREASURE  
NANCY MAILLOUX  
1915 NORTH ST.  
LONGWOOD, FL, 32750**

### **ARTICLE VII Incorporator**

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

**NANCY MAILLOUX  
1915 NORTH ST.  
LONGWOOD, FL 32750**

### **ARTICLE VIII by-laws**

The power to alter, amend or repeal by-laws shall be the Board of Directors and / or the Shareholders.

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**ARTICLE IX**  
**Indemnification**

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In addition to any rights and duties under applicable laws, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees, and agents in their capacity as such, except for willful misconduct or gross negligence.

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**ARTICLE X**  
**Headings and Captions**

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The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of the said headings or captions.

IN WITNESS WHEREOF, the undersigned, Nancy Mailloux, does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and does hereby subscribe thereto and hereunto set his hand and seal this 17th day of Sept. 1998.

*Nancy Mailloux*

**NANCY MAILLOUX**

**M420-626-45-828-0 (Drivers License-Expiration date 2004)**

**STATE OF FLORIDA**  
**COUNTY OF ORANGE**

Before me, a notary public authorized to take acknowledgment in the state and county set forth above, personally appeared, **Nancy Mailloux**, who being by me first duly sworn, declared that she is the person who executed the forgoing Articles of Incorporation, who produced a valid form of identification issued by the state of **Florida**, and who acknowledgment before me that he executed the Articles of Incorporation for the purposes express therein.

IN WITNESS WHEREOF, I have herein set my hand and affixed my official seal, in the state and county aforesaid, this September 1998.



**LYNDA D. ANDERSON**  
COMMISSION # CC 716064  
EXPIRES MAR 29, 2002  
BONDED THRU  
ATLANTIC BONDING CO., INC.

**SEAL**

*Lynda D. Anderson*  
**NOTARY PUBLIC**

CITY OF ORLANDO  
JUNE 5, 1998

ORGANIZATION ACTION IN WRITING OF  
INCORPORATION

OF

VIDEO MUSIC REVIEW PRODUCTIONS, INC.,

(Organized, JUNE 5, 1998)

The following action is taken this day through this instrument by the Incorporator of the above corporation:

1. The adoption of this initial bylaws of the Corporation.
2. The election of the following persons to serve as the directors of the corporation until the first annual meeting of stockholders and until their successors are elected and qualify or until their earlier resignation or removal:

KEVIN KEEN/ PRESIDENT

NANCY MAILLOUX/CEO/TREASURE

I am hereby familiar with and accepts the duties and responsibilities as registered agent for said corporation.

*Nancy Mailloux*

NANCY MAILLOUX, INCORPORATOR /Registered Agent

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