

**DIAN BOURNE, P.A.**

ATTORNEY-AT-LAW

PARK PLACE II, SUITE C

12934 S.W. 133RD COURT • MIAMI, FLORIDA 33186

FACSIMILE  
305-252-3115

TELEPHONE  
305-252-2500

*98000091002*

October 20, 1998

Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

ATTENTION: New Filings

300002672183--4  
-10/26/98--01066--001  
\*\*\*\*\*92.50 \*\*\*\*\*92.50

Dear Sir:

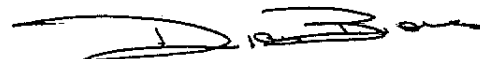
RE: L Kay Records, Incorporated

Enclosed please find a check in the amount of \$92.50 (ninety-two dollars and fifty cents),  
which covers the following costs:

Filing Fee for Articles of Incorporation	\$75.00
Certified Copy of Articles of Incorporation	8.75
Certification of Status	<u>8.75</u>
	92.50

Thank you for your prompt attention to this matter.

Very truly yours,



Dian Bourne, Esquire

DB/jdl  
Encls.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 26 PM 2:49

**ARTICLES OF INCORPORATION  
OF  
L KAY RECORDS, INCORPORATED**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 26 PM 2:49

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE I – NAME**

The name of this corporation shall be **L KAY RECORDS, INCORPORATED**.

**ARTICLE II – NATURE OF BUSINESS**

The specific purpose of this corporation is to engage in all aspects of the music industry, including but not limited to: the production and creation of musical recordings, tapes, compact discs, musical literature, and the manufacture and sale of records and all related products. To manufacture, purchase, or otherwise acquire, to own and mortgage, pledge, sell, assign, and transfer or otherwise dispose of, and to invent, trade, deal in and with goods, wares, merchandise and other personal and real property of every class description whatsoever in the State of Florida, notwithstanding any activity or business with any or all powers for any or all purposes determined convenient or necessary by the Board of Directors as permitted under these Articles of Incorporation and its Bylaws.

To have one or more officers conduct its business and promote the objectives within or outside the State of Florida, in other states, and the District of Columbia, the territories possessions and dependencies of the United States and in foreign countries without restrictions as to place or amount.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attainment of any of the objectives, or the furtherance of any of the powers enumerated in this Certificate of Incorporation or any amendment hereof.

**ARTICLE III – PRINCIPAL OFFICE**

The name and address of the principal office of the Corporation is **L KAY RECORDS, INCORPORATED** with its street address at: P.O. Box 540544  
Opa Locka, Florida 33054

#### **ARTICLE IV—INCORPORATOR**

The name and address of the incorporator of this corporation is:

Dian Bourne, Esquire  
Park Place II, Suite C  
12934 SW 133<sup>rd</sup> Court  
Miami, Florida 33186  
Telephone: 305-252-2500  
Telecopier: 305-252-3115

#### **ARTICLE V – CORPORATE CAPITALIZATION**

- (a) The total authorized capital stock of this corporation shall be five hundred shares of Common Stock, each share having a par value of \$1.00 (one dollar) per share. The whole or any part of the stock of the corporation shall be payable in lawful money of the United States of America, or property, labor, or services at a just valuation to be fixed by the Directors. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the Directors.
- (b) No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature, provided however that the board of directors may in authorizing the issuance of shares of stock of any class confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.
- (c) The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized for such consideration as the board of directors may set forth in the bylaws of the Corporation.
- (d) The Board of Directors of the Corporation may by articles supplementary classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions, or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the stock.

**ARTICLE VI – POWERS OF INCORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

**ARTICLE VII – TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE VIII – TITLE**

The Corporation to the extent permitted by law shall be entitled to treat the person in whose name any share or right is registered on the books of the corporation as the owner thereto for all purposes and shall not be bound to recognize any equitable or other claim to or interest in such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

**ARTICLE IX – BOARD OF DIRECTORS**

The number of directors of said corporations shall be provided in the Bylaws but in no event shall the number be less than ONE (1) nor more than FIVE (5).

**ARTICLE X – OFFICERS OF CORPORATION**

The names and post office address of the first Board of Directors who shall hold office for the first year of the existence of the corporation or until their successors have been elected and qualified, unless otherwise stated by the Bylaws are:

Lisa Kemp, President  
P.O. Box 540544  
Opa Locka, Florida 33054  
Telephone: 305-621-2440

Jo Anne Gibson, Secretary/Treasurer  
P.O. Box 540544  
Opa Locka, Florida 33054  
Telephone: 305-621-2440

## **ARTICLE XI – REGISTERED OFFICE AND REGISTERED AGENT**

The name and address of the registered office and agent of the corporation are:

### **Registered Office**

L Kay Records, Inc.  
P.O. Box 540544  
Opa Locka, Florida 33054  
Telephone: 306-621-2440

### **Registered Agent**

Dian Bourne  
Park Place II, Suite C  
12934 SW 133<sup>rd</sup> Court  
Miami, Florida 33186  
Telephone: 305-252-2500

## **ARTICLE II – BYLAWS**

The Board of Directors of the Corporation shall have power without the assent or vote of the shareholders to make, alter, amend, or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

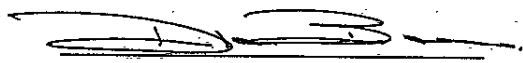
## **ARTICLE XIII – EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

## **ARTICLE XIV – AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this the 1st day of October, 1998.



Dian Bourne, Esquire  
Incorporator

**CERTIFICATION OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 26 PM 2:49

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

1. The name of the corporation is: L KAY RECORDS, INC.

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

Dian Bourne, Esquire  
Park Place II, Suite C  
12934 SW 133<sup>rd</sup> Court  
Miami, Florida 33157  
Telephone: 305-252-2500

Having been named as registered agent 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.

  
DIAN BOURNE

Dated this the 15<sup>th</sup> day of October, 1998.