

FERTIG & GRAMLING

LAW PARTNERSHIP

200 Southeast 13th Street • Ft. Lauderdale, FL 33316

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November 5, 1998

P98000096104

Department of State
Division of Corporations
Post Office Box 327
Tallahassee, Florida 32314

700002683977--2
11/10/98--01021--001
****122.50 *****78.75

Re: Articles of Incorporation

To Whom It May Concern:

We have enclosed an original and one copy of the proposed Articles of Incorporation of Knights of the Soundtable, Inc., a proposed Florida corporation. Please file the Articles of Incorporation and return a certified copy of the original articles to the undersigned.

A check/money order in the amount of \$122.50, made payable to your office for processing fees and a self-addressed stamped envelope is enclosed for your convenience.

The above corporate name was reserved for my client's use, Knights of the Soundtable, Inc. issued on October 29, 1998.

Very truly yours,

FERTIG AND GRAMLING

Levi G. Williams, Jr.

LGW/ps
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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F. CHESSE

NOV 16 1998

ARTICLES OF INCORPORATION
OF
KNIGHTS OF SOUNDTABLE, INC.

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DIVISION OF CORPORATIONS
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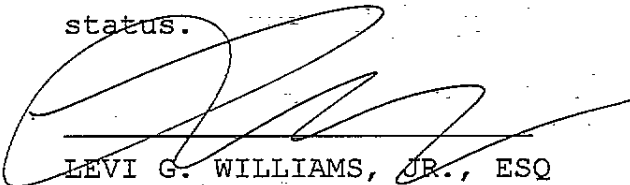
For the purpose of forming a stock corporation under the provisions of Chapter 607 of the Florida Statutes, I hereby set forth the following:

1. The name of the corporation is Knights of the Soundtable, Inc.
2. The corporation is organized for the purpose of engaging in the production; management; promotion; and to act as a record label in the entertainment industry.
3. The corporation shall also have the power to enter into partnership agreements with other corporations and individuals, and also to carry on business of any character whatsoever that is not prohibited by law or required to be stated in these Articles.
4. The aggregate number of shares the corporation shall have the authority to issue and the par value per share are as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value Per Share</u>
Common	100	\$50.00

5. The address of initial registered agent of the corporation is 200 Southeast 13th Street, Fort Lauderdale, Florida 33316. The name of the county is which the initial registered office is located is Broward County, Florida. The name of the Registered Agent is Levi G. Williams, Jr., a resident of the State of Florida, whose business office is the same as the

registered office of the corporation. The signature below indicates an acceptance of the Registered Agent status.


LEVI G. WILLIAMS, JR., ESQ

10/29/98
DATE

6. The number of directors constituting the initial Board of Directors is two. The initial Board of Directors will be the Incorporators. The names and addresses of the persons who are to serve as initial directors and incorporators are:

Deron A. Baugh, 1904 Players Place, North
Lauderdale, Florida 33068

Wade L. Green, 30 Ivy Bridge, Brampton Ontario,
Canada L6X2V2

Witness the following signature and seal this 29th day of October, 1998.

 (SEAL)
Deron A. Baugh

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607, FLORIDA STATUTES, THE UNDERSIGNED FOR PROFIT CORPORATION SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: KNIGHTS OF THE SOUNDTABLE, INC.
2. The name and the Florida street address of the registered agent is:

Levi G. Williams, Jr.
200 SE 13th Street
Ft. Lauderdale, FL 33316

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.

SIGNATURE

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