

# TRANSMITTAL LETTER

P98000099422

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

SUBJECT: Ringo Music Publishing Inc.  
(Proposed corporate name - must include suffix)

500002677835--2  
-11/02/98-01079-012  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: Musical Productions, Inc.  
Name (Printed or typed)

2090 N.W. 79th Avenue  
Address

Miami, FL 33122  
City, State & Zip

\_\_\_\_\_  
Daytime Telephone number

FILED  
98 NOV 25 AM 8:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

Dmc  
11-3-98

~~2557 644~~



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 3, 1998

MUSICAL PRODUCTIONS, INC.  
2090 NW 79TH AVENUE  
MIAMI, FL 33122

SUBJECT: RINGO MUSIC PUBLISHING INC.  
Ref. Number: W98000024937

We have received your document for RINGO MUSIC PUBLISHING INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 898A00053690

FILED

98 NOV 25 AM 8:10

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

RINGO MUSIC PUBLISHING INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be :

a) This corporation may engaged in the transaction of any or all lawfull business for which corporations may be incorporated under the Florida General Corporation act of the State of Florida or any other state.

b) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, advertisement, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description.

c) To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida, and in all other states, districts, territories, countries or colonies.

d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

f) To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidence of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trusts, or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

g) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Florida upon corporation formed under its laws, and to do any or all things hereinbefore set forth to the same extent as natural persons might or could do.

### ARTICLE III. CAPITAL STOCK

*19*  
*JB*  
*10* The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is : ONE HUNDRED SHARES OF \$5.00 PER VALUE EACH.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the incorporators or by the directors at a meeting called for such purpose.

### ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS & RESIDENT AGENT

The initial post office address of this corporation in the State of Florida is 2090 NW 79 AVE MIAMI, FL 33122 AND THE INITIAL REGISTERED AGENT AT SUCH ADDRESS SHALL BE ANTONIO MORENO.

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

This corporation shall have THREE directors initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-laws, but shall never be less than three (3).

*B*  
*JB*  
*JB*  
The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of corporation to indemnify reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested or officers of, such other corporation any director individually or any firm of which any

director may be a member, may be a party to or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

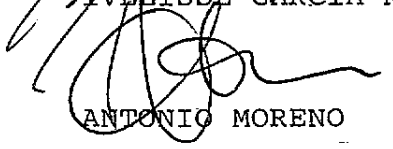
ARTICLE VIII. INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

NAME

  
INGRID BAEZ GARCIA

  
EVELISSE GARCIA MIGUEL

  
ANTONIO MORENO

ADDRESS

MANUEL EMILIO PERDOMO 14, EDIFICIO  
MATILDE XII, APTO. 3, ENSANCHE NACO,  
SANTO DOMINGO, REPUBLICA DOMINICANA

PEDRO HENRIQUEZ UREÑA 170, APTO. E-5,  
JARDINES BOLIVAR, LA ESPERILLA,  
SANTO DOMINGO, REPUBLICA DOMINICANA

2090 NW 79 AV  
MIAMI, FLORIDA 33122, USA

ARTICLE IX. SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
INGRID BAEZ GARCIA	MANUEL EMILIO PERDOMO 14, EDIFICIO MATILDE XII, APTO. 3, ENSANCHE NACO, SANTO DOMINGO, REPUBLICA DOMINICANA
IVELISSE GARCIA MIGUEL	PEDRO HENRIQUEZ UREÑA 170, APTO. E-5, JARDINES BOLIVAR, LA ESPERILLA, SANTO DOMINGO, REPUBLICA DOMINICANA
ANTONIO MORENO	2090 NW 79 AV, MIAMI, FLORIDA 33122, USA

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a Stockholders' Meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the parties to these Articles of Incorporation have hereunto set their hands and seals this 12 day of OCTOBER 1998

[Signature] (SEAL)  
[Signature] (SEAL)  
[Signature] (SEAL)

STATE OF FLORIDA : ss.  
COUNTY OF DADE :

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above, to take acknowledgments, personally appeared

to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 28 day of October 1998.



[Signature]  
Notary Public  
My Commission expires:

RINGO MUSIC PUBLISHING INC  
2090 NW 79 AV  
MIAMI FLORIDA 33122

**FILED**

98 NOV 25 AM 8:10

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSABILITIES AS  
"REGISTERED AGENT".



ANTONIO MORENO  
REGISTERED AGENT