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February 16, 1999

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

100002782391--2
-02/22/99--01038--009
*****78.75 *****78.75

RE: Articles of Incorporation
2 T's Records, Inc.

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation. I have also enclosed a check in the sum of \$78.75 for the filing fee. Please return the certified copy of the Articles of Incorporation to my office at the above address.

Thank you for your cooperation and courtesy.

Sincerely

Leon E. Sharpe

Leon E. Sharpe, P.A.

LES:iff
Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 22 AM 10:56

FEB 23 1999

ARTICLES OF INCORPORATION

OF

2 T's RECORDS, INC.

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS

99 FEB 22 AM 10:54

We, the undersigned incorporators of this corporation under Florida Statute 607, as amended, adopt the following Articles of Incorporation.

ARTICLE I

Name and Principal Office

The name of this corporation is: 2 T's Records, Inc. The principal office of this corporation is located at 8945 N.W. 7 Avenue, Miami, Florida 33150.

ARTICLE II

Purposes

The general nature of the business and the objects and purposes proposed to be transacted and carried on by and powers of this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

(a) To engage in the business of vocal and instrumental recordings, distribution of recordings, and promotion of artists and concerts.

(b) To do all acts and things and conduct and carry on all business and enterprises to the same extent as any

natural person which is not specifically prohibited by the laws of the State of Florida, United States of America, any rule or regulation promulgated thereunder.

(c) In general, to carry on any other business or enterprise and exercise all or any of the corporate powers which may be carried on or exercised by a corporation organized under Chapter 607, Florida Statutes, as amended, not forbidden by the laws of the State of Florida.

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 at One Dollar (\$1.00) par value per share. The consideration to be paid for each share shall be payable in lawful money of the United States of America or in property, labor or services which, in the judgment of the Board of Directors, shall be of the valuation equivalent to the value of the stock to be issued.

ARTICLE IV

Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other

purposes shall be vested exclusively in the holders of the outstanding Common Shares.

The manner of election for directors and the manner of their admission are to be provided for in the bylaws.

ARTICLE V

Duration

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE VI

Initial Registered Agent

The street address of the initial registered agent of this corporation is Willie H. Taylor, 5625 N.W. 7 Avenue, Miami, Florida 33127. The Board of Directors may, from time to time change the designated registered agent of the corporation.

ARTICLE VII

Directors

The initial number of directors of this corporation shall be one (1). The number of directors may be either increased or decreased from time to time as provided for in the bylaws.

The names and addresses of the members of the first board of directors who, subject to the provisions of the

Certificate of Incorporation, the Bylaws and Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified are:


<u>Name</u>	<u>Address</u>
Willie H. Taylor	8945 N.W. 7 Avenue Miami, Florida 33150

ARTICLE VIII

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Dade County, Florida, for the uses and purposes aforesaid, this 16 day of February, 1999.



WILLIE H. TAYLOR

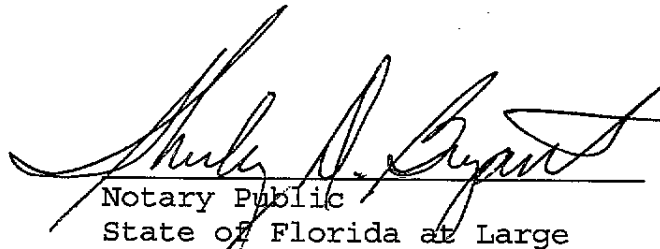
STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared WILLIE H. TAYLOR, who produced _____ as identification and being duly sworn, upon oath, to me

as identification and being duly sworn, upon oath, to me well known to be the person described in and who executed the foregoing Certificate of Incorporation, and who acknowledges before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, Dade County, Florida this 16th day of February, 1999.


Notary Public
State of Florida at Large

My Commission Expires:



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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 FEB 22 AM 10:54


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/registered agent, in the State of Florida.

1. The name of the corporation is:

2 T's Records, Inc.

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

Willie H. Taylor
5625 N.W. 7 Avenue
Miami, Florida 33127



TITLE: President
DATE: 2/16/99

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.



DATE: 2/14/99