

PP9000017911



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 147031 7177869

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 24, 1999

ORDER TIME : 3:08 PM

ORDER NO. : 147031-005

CUSTOMER NO: 7177869

CUSTOMER:

IRA DEAN ROBINSON
IRA DEAN ROBINSON
3100 Marathon Avenue

Orlando, FL 32805

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 24 PM 5:37

DOMESTIC FILING

NAME: N-DE MARKETING, INCORPORATED

EFFECTIVE DATE:

800002786388--7
-02/25/99--01002--013
*****78.75 *****78.75

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

gf 2/24/99

RECEIVED
XX 99 FEB 24 PM 3:52
DIVISION OF CORPORATIONS

**Articles of Incorporation
for N-de Marketing, Incorporated**

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ARTICLE I. CORPORATE NAME

The name of this corporation is: N-de Marketing, Incorporated.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in the business of marketing and promotion of music related products and merchandise along with any and all other business permitted under the laws of the United States and the great state of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having par value of at least \$ 1.00 per share. Par value may be issued only for consideration having a value, in the judgment of the board of directors, at least equivalent to the full par value of the stock to be issued. No par shares may be issued only for such consideration as is determined by the board of directors. All shares issued shall be fully paid and non-assessable.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing upon the filing of the articles with the Secretary of State for the State of Florida.

ARTICLE V. INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Ira Dean Robinson
7512 Dr. Phillips Blvd., Suite 50
Orlando, FL. 32819

The board of directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders and board of directors, but shall never be less than one(1).

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The name, address and telephone number(s) of the initial members of the board of directors of this corporation is:

- (1) Ira Dean Robinson
7512 Dr. Phillips Blvd., Suite 50
Orlando, FL. 32819
(407) 648-9570

ARTICLE VIII. INCORPORATORS

The name and street address of the person(s) signing these articles of incorporation as the incorporator(s) is:

- (1) Ira Dean Robinson
7512 Dr. Phillips Blvd., Suite 50
Orlando, FL 32819

ARTICLE IX. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

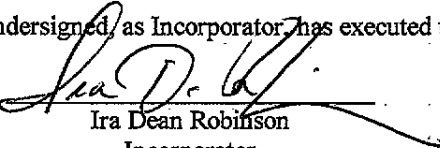
7512 Dr. Phillips Blvd., Suite 50, Orlando, FL. 32819

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 stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

ATTESTATION

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation for N-de Marketing on February 18, 1999.



Ira Dean Robinson
Incorporator

State of Florida
County of Orange

Before me, a Notary Public, personally appeared Ira Dean Robinson known to me to be the person described to me as Incorporator of **N-de Marketing, INCORPORATED**, and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation on February 18, 1999.



Cesar F. Rivera
Commission # CC 749055
Expires June 7, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

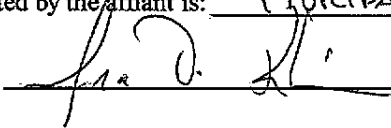

Notary Public

CESAR F. RIVERA
Printed Name of Notary

My commission expires: JUNE 7, 2002

My commission number is: CC 749055

The Identification submitted by the Affiant is: FLORIDA DRIVERS LICENSE

Ira Dean Robinson: 

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE

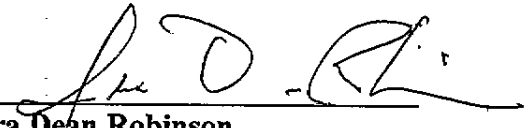
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Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is N-de Marketing, INCORPORATED.
2. The name and address of the registered agent and office is:

Ira Dean Robinson
7512 Dr. Phillips Blvd, Suite 50
Orlando, FL. 32819

SIGNATURE


Ira Dean Robinson
February 18 , 1999

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


IRA DEAN ROBINSON
FEBRUARY 18. 1999