

P99000018261

TRANSMITTAL LETTER

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

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-02/16/99--01011--010

SUBJECT: CATHEDRAL RECORDS, INC. *****87.50 *****87.50
(Proposed corporate name - must include suffix)

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: LAW OFFICE OF MARVIN D. WILSON, SR.
Name (Printed or typed)

14321 SW 286 ST
Address

LEISURE CITY, FLORIDA 33033
City, State & Zip

(305) 248-3974
Daytime Telephone number

99 FEB 24 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

W99-408

SO
2/25

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



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 17, 1999

MARVIN D. WILSON
14321 SW 286 ST.
LEISURE CITY, FL 33033

SUBJECT: CATHEDRAL RECORDS, INC.
Ref. Number: W99000004084

We have received your document for CATHEDRAL RECORDS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent designated in your document is not an active entity according to our records. You must designate an individual or another active entity as registered agent.

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) 487-6924.

Sharon Davis
Document Specialist Supervisor

Letter Number: 399A00007272

Law Office Of Marvin D. Wilson, Sr.
14321 SW 286 Street
Leisure City, Fl 33033
telephone (305) 245-1314 facsimile (305) 248 - 3974
BOONX @ BELLSOUTH.NET

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Incorporation
of
Cathedral Records, Inc.**

The undersigned subscriber to those articles of incorporation is a natural person competent to contract and hereby form a corporation for profit under chapter 607 of Florida Statutes.

**ARTICLE 1
Name**

The name of the Corporation is Cathedral Records, Inc., hereinafter referred to as the "Corporation."

**ARTICLE 2
Purposes**

The purpose of the Corporation is to transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as they may be amended from time to time.

**ARTICLE 3
Principal Office and Registered Agent**

The principal office of the Corporation is 19801 SW 119 Avenue, Miami, Florida 33177. The Corporation may maintain offices and/or transact business at other locations, either within or without the State of Florida. The name and address of the registered agent for service of process upon the Corporation is Mr. Marvin D. Wilson, Sr., 17366 S. Dixie Hwy, Perrine, Florida 33177.

**ARTICLE 4
Duration**

The duration of the Corporation shall be perpetual.

**ARTICLE 5
Incorporator**

The names and street addresses of the incorporator of this Corporation is:

Marvin D. Wilson, Sr., Esq.
17366 S. Dixie Highway
Perrine, Florida 33177

ARTICLE 6
Capital Stock

- 6.1 The Corporation is authorized to issue only one class of shares of stock which shall be designated Common Stock. The total number of shares the Corporation shall have authority to issue is 1000, each share to have a par value of \$1.00.
- 6.2 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.
- 6.3 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, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in bylaws of the Corporation.
- 6.4 The Board of Directors of the Corporation may, by Restated Articles of Incorporation, 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 term or conditions of redemption of stock.

ARTICLE 7
Shareholder's Restrictive Agreement

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 except as may be agreed in writing by the Corporation, the Corporation 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 had notice.

ARTICLE 8
Directors

The number of directors constituting the initial Board of Director(s) of the Corporation is:
1 The name(s) and address(es) of the person(s) who is/are appointed to act as the initial director(s) of the Corporation is/are:

<u>Director Name</u>	<u>Director Address</u>
Melvin C. Dawson, Jr.	19801 SW 119 Avenue, Miami, FL 33177 SSN: 266-77-8176

ARTICLE 9
Officers

PRESIDENT: Melvin C. Dawson, Jr. SSN: 266 - 77 - 8176
VICE PRESIDENT: Melvin C. Dawson, Jr. SSN: 266 - 77 - 8176
SECRETARY: Melvin C. Dawson, Jr. SSN: 266 - 77 - 8176
TREASURER: Melvin C. Dawson, Jr. SSN: 266 - 77 - 8176

ARTICLE 10
Bylaws

The Board of Directors of the Corporation shall have the 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 the 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 11
Effective Date

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

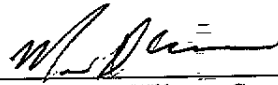
ARTICLE 12
Fiscal Year

The fiscal year of the Corporation shall be from January 1st, to December 31st of each year.

ARTICLE 13
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, 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 the Shareholders in these Articles of incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, have hereunto set my hands and seal, acknowledged and filed the foregoing Articles of Incorporation under the Laws of the State of Florida this February 1, 1999.


Marvin D. Wilson, Sr., Esq.,
Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Marvin D. Wilson, Sr., having a business office located at 17366 S. Dixie Highway, Perrine, Florida 33177 and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered agent under the applicable provisions of the Florida Statutes.

By: 
Marvin D. Wilson, Sr., Attorney at Law

99 FEB 24 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED