

P99000018472

Frederick Graves

& Private Counsel &

1600 NE Dixie Highway # 14-108
Jensen Beach, Florida 34957

561 / 334-4447
Fax: 334-0960

22 February 1999

Florida Secretary of State
Domestic Corporation Filings Section
Post Office Box 6327
Tallahassee, Florida 32314

FILED
99 FEB 24 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Attn: New Filings

Re: International Songwriters, Artists & Producers Association, Inc.

Dear Secretary,

Submitted herewith for filing are the articles of incorporation and designation of resident agent for the abovenamed corporation.

Enclosed is my check for \$70 to cover the filing fee. No certified copy is needed.

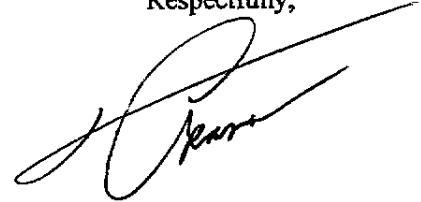
Please notify my office by regular mail of the date and file number of this filing.

If you require anything further, please contact me *directly* before returning any documents.

Thank you.

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-02/24/99--01064--007
*****70.00 *****70.00

Respectfully,



c.c. International Songwriters, Artists & Producers Association, Inc.
c/o Lisa Cotto, Incorporation Director

Frederick Graves GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art-11 file date received
DATE 2-26-99
DOC. EXAM CB

CB
2-26-99
4
no copy

Articles of Incorporation
of
International Songwriters, Artists & Producers Association, Inc.

The undersigned, acting as general incorporator under statutory provisions of the Florida General Corporation Act (Chapter 607, Florida Statutes) hereby declares, adopts, ratifies, and gives notice of the following articles of incorporation:

ARTICLE I: Name and Principal Place of Business

The name of this corporation is International Songwriters, Artists & Producers Association, Inc. The initial principal place of business shall be 1600 Northeast Dixie Highway, Suite 14-108, Jensen Beach, Florida 34957 (Phone 561-334-4447).

ARTICLE II: Commencement and Duration

This Corporation shall commence in existence upon the date last hereinappearing. If filing is delayed so that more than five (5) days have elapsed from said date hereof and the filing by the Secretary of State, then in that event this Corporation shall be deemed to have commenced on that date five (5) days prior to its being filed with the Secretary. Anything to the contrary contained herein notwithstanding, it is the incorporator's intent that this Corporation commence in existence upon the date last hereinappearing, being the date of actual creation. This Corporation shall exist perpetually after filing or until sooner terminated by lawful act of its shareholders and directors.

ARTICLE III: Purpose

The purpose for which this corporation is organized is to engage in any activity permitted to for-profit corporations having principal offices in this State, particularly but not limited to management, agenting, and commercial promotion of songwriters, artists, producers, and others wishing to succeed in the entertainment industry.

ARTICLE IV: Authorized Shares

1. Number. The aggregate number of shares that the corporation shall have the authority to initially issue is 10,000 shares of capital stock with a par value of one cent (\$0.01) per share.
2. Subscriptions. Lisa Cotto, c/o Frederick Graves at 1600 Northeast Dixie Highway #14-108, Jensen Beach, Florida 34957, having given good and sufficient consideration therefor in the form of cash, has subscribed and does subscribe for the acquisition of 1,000 shares of the new corporation at par.
3. Stated Capital. The sum par value of all shares of capital stock of the corporation that shall have been issued at any particular time shall be the stated capital of the corporation on the books at any such time.
4. Dividends. The holders of issued shares of capital stock shall be entitled to receive, when and as declared by the directors, annual or quarterly dividends payable either in cash, in property, or issuable shares of the corporation according as the directors shall resolve in accordance with these articles.
5. Other Classes. The corporation shall be authorized to issue additional classes of shares including, but not limited to, non-voting preferred shares upon duly enacted resolution of the board of directors with majority shareholder approval and such other requirements as may be imposed by law.

ARTICLE V: Registered Agent

The initial registered agent of the corporation is Frederick Graves. The address at which he will accept service of process for the corporation is 1600 Northeast Dixie Highway #14-108, Jensen Beach, Florida 34957 (561-334-4447). His acceptance of appointment is filed herewith and made a part hereof by reference.

ARTICLE VI: Number of Directors

The number of duly elected directors of this corporation shall be not less than one.

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99 FEB 24 AM 9:18
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII: Incorporation Director

The name and address of the person who shall serve as incorporation director is Frederick Graves of 1600 Northeast Dixie Highway #14-108, Jensen Beach, Florida 34957, who shall serve in the capacity of temporary director until the organizational meeting, at which meeting he shall appoint a president and secretary *pro temp* who shall by his authority and at his direction issue subscribed shares of the corporation's common stock for value received, whereupon the new shareholders will elect his successor(s) to serve and hold office as duly elected director(s) thereafter in accordance with Florida Law, these articles, and the by-laws of the corporation. Upon taking office, the duly elected director(s) shall ratify all prior acts and accept the immediate resignation of the incorporation director, who shall thereafter have no further powers or obligations.

ARTICLE VIII: Incorporator

The name and address of the incorporator is: Attorney Frederick Graves, 1600 Northeast Dixie Highway #14-108, Jensen Beach, Florida 34957 (Phone: 561-334-4447).

ARTICLE IX: Amendment of Articles

The shareholders shall have power to adopt, amend, or repeal these articles of incorporation when proposed and approved at a duly noticed shareholders meeting.

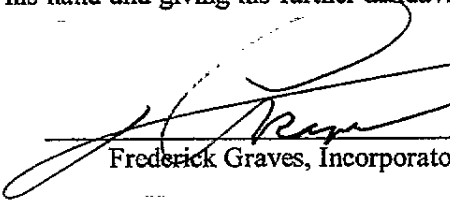
ARTICLE X: Pre-Emptive Rights

Shareholders shall not have pre-emptive rights to purchase additional shares.

ARTICLE XI: Cumulative Voting

In the election of directors shareholders shall vote their shares cumulatively, i.e., each share casts a number of votes equal to the number of director positions being filled. In all other voting shareholders shall vote their shares directly, i.e., one share casts one vote.

IN WITNESS WHEREOF Frederick Graves declares these Articles of Incorporation for International Songwriters, Artists & Producers Association, Inc., hereunder setting his hand and giving his further affidavit of this declaration the 22nd day of February 1999.

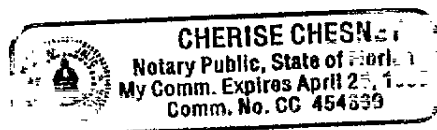

Frederick Graves, Incorporator

STATE OF FLORIDA]
COUNTY OF MARTIN]

BEFORE ME, the undersigned authority, personally appeared Frederick Graves who, being by me first duly sworn or affirmed and identified by Florida Drivers License as the person described hereinabove, did execute the foregoing in my presence as incorporator for International Songwriters, Artists & Producers Association, Inc.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal the date last hereinabove appearing.


Notary Public, State of Florida at Large



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR**

**THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
FEB 24 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted, in compliance with said Act:

WITNESSETH that *International Songwriters, Artists & Producers, Inc.* desiring to organize under the laws of the State of Florida has named its initial registered agent to accept service of process within this State and its initial principal office as indicated in the Articles of Incorporation as: Attorney Frederick Graves, whose address at which he will accept service of process for the corporation is 1600 Northeast Dixie Highway #14-108, Jensen Beach, Florida (561-334-4447).

ACKNOWLEDGEMENT:

Having been named to accept service of process for the abovenamed corporation at the place designated in this certificate, Frederick Graves hereby accepts such appointment to act in this capacity effective the date last hereinappearing and agrees to comply with the provisions of said act relative to keeping open said office.

I understand and accept the obligations of registered agents as provided for in §607.325 Florida Statutes.

EXECUTED this 22 day of February 19 99

by

Frederick Graves
Frederick Graves, Resident Agent

STATE OF FLORIDA]
COUNTY OF MARTIN]

BEFORE ME personally appeared Frederick Graves who, being by me first duly sworn or affirmed and identified by Florida Drivers License, did execute the foregoing in my presence as resident agent.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Jensen Beach
Florida this 22 day of February 1999.

Cherise Chesney
Notary Public, State of Florida at Large

My commission number is: _____

My commission expires; _____

