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TRANSMITTAL LETTER

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

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-03/04/99--01048--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**Subject:** K.B.M. MUSIC INC.

Enclosed is an original and one (1) copy of the articles of incorporation and  
a check for:  
\$78.75 filing fee and Certificate.

**FROM:** JUNIOR FARQUHARSON ESQ.  
5975 West Sunrise Blvd, Suite 112,  
Sunrise, Florida 33313.  
Tel. (954) 583-5823

FILED  
99 MAR -4 PM 2:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SD 3/9

**ARTICLES OF INCORPORATION**  
**OF**  
**K.B.M. MUSIC INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE 1 – NAME and PRINCIPAL PLACE OF BUSINESS**

This name of this corporation is K.B.M. MUSIC INC. and its principal place of business shall be located at 2331 N. State Road 7, Suite 121, Lauderhill, Florida 33313.

**ARTICLE 11 – DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

**ARTICLE 111 – PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE 1V – CAPITAL STOCK**

This corporation is authorized to issue One hundred (100) shares of common stock at One Dollar (\$1.00) par value, which shall be designated as "Common Shares".

**ARTICLE V – PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as

nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VI- INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 2332 N. State Road 7, Suite 121, Lauderdale, Florida 33313, and the name of the initial registered agent of this corporation at that address is JUNIOR FARQUHARSON esq.

#### **ARTICLE V11 – DIRECTORS**

Initially, this corporation shall have TWO (2) Directors who shall serve until their successors shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) constitution the initial Board of Directors. May be either increased or decreased from time to time by the Bylaws. The name and address of the initial director is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Micheal Downer	2331 N. State Road 7, Suite 121, Lauderdale, Florida 33313
Darlon Guthrie	2331 N. State Road 7, Suite 121, Lauderdale, Florida 33313

#### **ARTICLE V111 – OFFICERS**

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed, are:

<u>NAME</u>	<u>ADDRESS</u>
<b>President</b> Michael Downer	2331 N. State Road 7, Suite 121, Lauderdale, Florida 33313

**Secretary/Treasurer**

Darlon Guthrie

2331 N. State Road 7, Suite 121, Lauderdale,

**ARTICLE 1X – INCORPORATOR**

The name and address of the Incorporator signing these articles is:

Michael Downer

2331 N. State Road 7, Suite 121, Lauderdale,  
Florida 33313.

**ARTICLE X – INDEMNIFICATION**

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided section 607.0831, Florida Statutes (1990).

**ARTICLE X1 – AMENDMENT**

This corporation reserves that right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders subject to this reservation. Articles may be amended at any time by majority vote of the shareholders.

**IN WITNESS WHEREOF**, the undersigned incorporators have executed these Articles of Incorporation on the date of signing.

Dated: 2. 22., 19 99.

By:

  
DARLON GUTHRIE

**CERTIFICATE DESIGNATION PLACE AND NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that K.B.M. MUSIC INC.

desiring to organize or qualify under the laws of the State of Florida, has named JUNIOR FARQUHARSON ESQ., 5975 West Sunrise Blvd, Suite 112, Sunrise, Florida 33313, as its agent to accept service of process within Florida.

Dated : 2. 22, 1999.

By :

  
DARLON GUTHRIE

CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

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**ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT**

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 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 my position as registered agent.

Dated: 2. 22, 1999.

By:

  
JUNIOR FARQUHARSON ESQ.