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THE LAW OFFICES OF

HOWARD S. WEINSTEIN, P.A.

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Howard S. Weinstein

March 12, 1999

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

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-03/18/99-01028--003
*****70.00 *****70.00

Re: ***Knock-Out Records, Inc.***
Articles of Incorporation

Dear Sir/Madam:

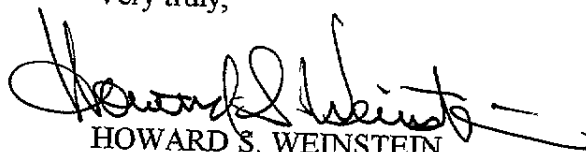
Enclosed herewith please find the following documents for filing with your division in order to initiate a Limited Liability Company.:

1. Articles of Incorporation;
2. Acceptance of Registered Agent;
3. Check in the amount of \$70.00 for the filing fee and Designation of Registered Agent;
4. Conformed Copy of the foregoing.

Kindly file the originals in the public records and forward the conformed copy bearing your organization's time stamp to my attention in the postage paid pre-addressed envelope provided.

I thank you in advance for your assistance in this matter. Should you have any questions or concerns please call the undersigned.

Very truly,


HOWARD S. WEINSTEIN
For The Firm

HSW:ss
enc

FILED
MAR 18 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CP
3-2-99
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**ARTICLES OF INCORPORATION
FOR
KNOCK-OUT RECORDS, INC.**

The subscribers/directors to these Articles of Incorporation, natural persons, competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME.

The name of the corporation is: KNOCK-OUT RECORDS, INC.

ARTICLE II. PRINCIPAL OFFICE AND REGISTERED AGENT.

Section 1. Principal Office and mailing address of the Corporation is: 1145 N.E. 136th St., North Miami, FL 33161. The Board of Directors may from time to time move the principal office to any other address within the state of Florida.

Section 2. Registered Agent is: **Howard S. Weinstein, Esq.** and his street address is: Howard S. Weinstein, P.A., 2450 N.E. Miami Gardens Drive, Second Floor, North Miami Beach, Miami-Dade County, Florida 33180.

ARTICLE III. DURATION.

The Corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE IV. PURPOSE.

The purpose for which this Corporation is organized is to engage in any and all lawful business.

ARTICLE V. POWERS.

The Corporation may exercise any powers, that a corporation may legally exercise under the laws of the State of Florida where this Corporation is formed without limitation whatsoever. In addition to the foregoing, the Corporation shall have the following specific powers:

- (A) To elect or appoint officers and agents of the Corporation and to fix their compensation;
- (B) To act as an agent for any individual, association, partnership, corporation or other legal entity;
- (C) To receive, acquire or hold shares or other interests in property (tangible or intangible); Exercise rights arising out of the ownership or possession of property; Sell, hypothecate or otherwise dispose of shares or other interests in, or obligations of the Corporation, individuals, associations, partnerships, other corporations,

governments or other legally organized entities;

- (D) To receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of the Corporation;
- (E) To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes.

ARTICLE VI. CAPITAL STOCK

Section 1. Authorized Shares. The total number of shares which this Corporation is authorized to issue is 1,000 at \$.01 par value.

All of said stock may be exchanged for cash, real or personal property, labor or services in lieu of the aforementioned, at a just valuation to be fixed by the Board of Directors of the Corporation. The Board of Directors, with approval of the majority of the stockholders, may at any time in the future designate different classes of stocks.

Section 2. Preemptive Rights. Except as may otherwise be provided by the Board of Directors, no holder of shares of the stock of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any class of shares of the stock of the Corporation now or hereafter authorized, or any securities exchangeable for, or convertible into such shares, or any warrants, or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VII. COMMENCEMENT OF BUSINESS.

The minimum amount of capital with which the Corporation will commence business shall be determined by the initial Board of Directors.

ARTICLE VII. INTERESTED DIRECTORS.

No contract or transaction between this Corporation and any of its directors, or between this Corporation and any other legal entity, shall be invalidated by reason of the fact that the director of the Corporation has a direct or indirect interest, pecuniary or otherwise, in such other legal entity. Nor shall any contract or transaction be invalidated because the interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because they participated in such action, provided that the interests of each such director or directors shall have been disclosed to or known by the Board of Directors.

A disinterested majority of the Board of Directors shall have nonetheless ratified and approved such contract or transaction. The interested director or directors may be counted in determining whether a quorum is present for the meeting at which the ratification or approval is given. If the vote of such

interested director or directors, is, or was, necessary for the approval of such contract or transaction, then such contract or transaction shall, with disclosure of the director's or directors' interest, be submitted for the approval of, or ratification by the stockholders.

ARTICLE IX. INITIAL BOARD OF DIRECTORS & OFFICERS.

This Corporation shall have One (2) Director and Two (3) officers initially. The number of directors may be either increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one. The names and addresses of the initial director(s) and officer(s) of this Corporation is/are:

ZACHARIE DALPE
Director\President

1145 N.E. 136th St.
North Miami, FL 33161

CHRISTOPHER DALPE
Director\Executive Vice President

1145 N.E. 136th St.
North Miami, FL 33161

MARCUS J. JAMES
Secretary

1145 N.E. 136th St.
North Miami, FL 33161

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 stockholders' meeting by the stockholders entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

The Directors of the corporation shall have the power to make or amend the By-Laws and to fix any amount to be reserved for working capital. The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatsoever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members to the corporation.

ARTICLE XI. THE INCORPORATOR.

The name and address of the Incorporator and person executing these Articles of Incorporation is:

ZACHARIE DALPE
Director\President

1145 N.E. 136th St.
North Miami, FL 33161

ARTICLE XII. INDEMNIFICATION.

The Corporation shall indemnify the Incorporator (Subscriber), any officer or director, or any former officer or director, to the full extent permitted by law for all acts undertaken by the Incorporator, any current or former officer or director while acting in said capacity for the benefit of the Corporation. The Corporation shall reimburse the Incorporator (Subscriber) for startup costs incurred on behalf of the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 15th day of March, 1999.

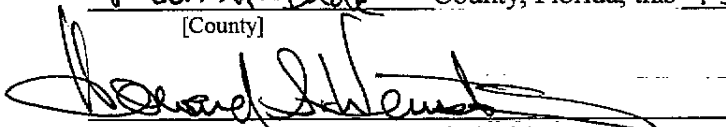

ZACHARIE DALPE, Incorporator

STATE OF FLORIDA }
 }
COUNTY OF MIAMI-DADE } ss

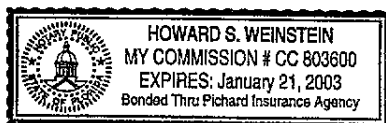
BEFORE ME, the undersigned authority, personally appeared ZACHARIE DALPE, to me personally known and/or having first examined his driver's license # _____ as identification, is the person described hereinabove as Incorporator in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS, my hand and official seal at N. Miami Beach
[City]

Miami-Dade County, Florida, this 15th day of March, 1999.
[County]



NOTARY PUBLIC, State of Florida at Large
My commission expires:



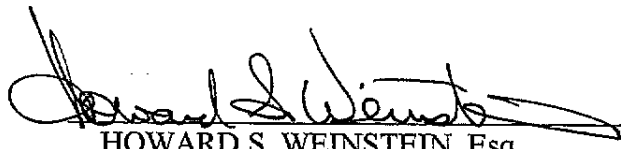
**CERTIFICATE OF ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT UPON WHOM PROCESS
MAY BE SERVED AND DESIGNATION OF ADDRESS
FOR SERVICE OF PROCESS WITHIN THIS STATE**

FILED
99 MAR 18 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes §48.091 and Florida Statutes Chapter 607, the following is Certificate of Acceptance of Appointment as Registered Agent and Designation of Address for Service of Process Within this State Upon Whom Process May Be Served is submitted in compliance with said Florida Law.

That **KNOCK-OUT RECORDS, INC.** desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, in the **City of North Miami, County of Miami-Dade, State of Florida** having appointed **Howard S. Weinstein, Esq.** as its Registered Agent and hereby designates: **2450 N.E. Miami Gardens Drive, 2nd Floor, North Miami Beach, County of Miami-Dade, State of Florida 33180**, as its registered office to accept service of process within this State.

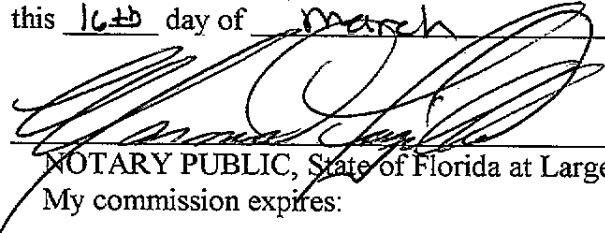
The undersigned having been named to accept service of process for the above-stated corporation at the place designated in this certificate, hereby accepts said appointment, agrees to act in the capacity as the aforementioned Corporation's Registered Agent and agrees to comply with the provisions of said Acts relative to keeping the aforementioned registered office open.


HOWARD S. WEINSTEIN, Esq.
REGISTERED AGENT

STATE OF FLORIDA }
COUNTY OF MIAMI-DADE }

BEFORE ME, the undersigned authority, personally appeared HOWARD S. WEINSTEIN, Esq. to me personally known as the person described hereinabove as Registered Agent, in and who executed the foregoing Acceptance of Appointment to Registered Agent.

WITNESS, my hand and official seal at North Miami Beach, Miami-Dade County, Florida this 16th day of March, 1999.


NOTARY PUBLIC, State of Florida at Large
My commission expires:

