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FLORIDA PROFIT CORPORATION OR P.A.

KEVIN RECORDS INT'L, INC.

Certificate of Status	0
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B. McKnight APR 05 1999

**FLORIDA DEPARTMENT OF STATE****Katherine Harris**
Secretary of State

April 5, 1999

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SUBJECT: KEVIN RECORDS INT'L, INC.
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**ARTICLES OF INCORPORATION
OF
KEVIN RECORDS INT'L. INC.**

The undersigned subscribers to these Articles of Incorporation, each of natural person, domestic or foreign corporation, partnership or association, competent to contract, hereby associate themselves together to form a corporation under the laws of Florida.

ARTICLE I - NAME

The name under which this corporation will conduct its business and be known and recognized is:

KEVIN RECORDS INT'L. INC.

ARTICLE II. - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

SALE OF RECORDS AND CD'S

Any and all activities permitted under the laws of the State of Florida and the United States of America.

ARTICLE III. CAPITAL STOCK

The maximum number and class of shares of stock that this corporation is authorized to have outstanding any one time are one thousand (1,000) shares at 1.00 par value.

Stock (including treasury shares) may be paid for by cash or other property, tangible or intangible or by labor or service actually performed for the corporation, neither promissory notes nor future services shall constitute payment for the issuance of shares.

All the aforementioned stocks to be issued as fully paid for and exempt from assessment. Each share representing one vote. There will be no pre-emptive rights on the part of the shareholders to acquire unissued or treasure shares or convertible securities.

Prepared by:
Carmen Marius, Accountant
1940 W 60th St., Hialeah, FL 33012

(305) 362-1676

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ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually unless a voluntary dissolution by the written consent of all its shareholders or an act of the corporation to that effect take place.

ARTICLE V - ADDRESS

The initial place of business address of this corporation in the State of Florida is:

1930 W 60th Street, Hialeah, Fl 33012

The registered office address for this corporation in the State of Florida will be:

1940 W 60th Sttreet, Hialeah, Fl 33012
its registered agent:

Carmen Marius

The board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI - SHAREHOLDER

Shareholders meetings will take place once a year or within the geographical boundaries of the State of Florida.

A majority of the shares entitled to vote, represented in person or proxy, shall constitute a Quorum, but in not event shall a quorum consist of less than a third of the shares entitled to vote at the meeting.

Shareholders will have the power to adopt, alter amend or repeal corporate by-laws or they may vest such reponsibilities on the board of Directors.

ARTICLE VII - DIRECTORS

This Corporation shall have one Directors initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-laws, but shall never be less than one (1).

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The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any persons who serves at the request of this corporation, as a director or officer from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him in connection with any claim or liability provided that no person shall be indemnified against or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and act of this corporation shall in any way be affected or invalidated by the fact that any of the directors are pecuniarily or otherwise interested in, or are directors, or are directors individually, or any firm of which may be a member, may be party to, or may peculiarly or otherwise interested in any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VIII - INITIAL DIRECTORS

The names and post office addresses of the members of the first board of directors are:

NAME

Sirley Sanchez Olaya, President

ADDRESS

*1930 w 60th Street
Hialeah, Fl 33012*

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ARTICLE IX - SUBSCRIBERS

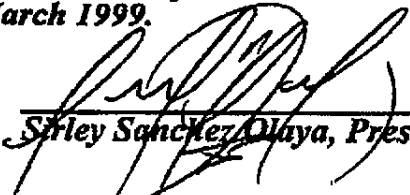
The name and post office address of each subscriber of these articles of incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Sirley Sanchez Olaya 1,000 stocks	1930 W 60th Street Hialeah, Fl. 33012

ARTICLE X - AMENDMENT

These Article of incorporation may be amended in any of as many respects as may be desired, provided that the amended article contain only such provisions as might be lawfully contained in the original articles at the time of the amendment. A charter amendment requires the affirmative vote of the holders of a majority of the shares entitled to vote thereon.

Restate articles of incorporation may be adopted, IN WITNESS WHEREOF, the parties to these Articles of Incorporation have hereunto set their hasnds and seals this *29th of March 1999*.


Sirley Sanchez Olaya, President

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UNPON WHOM PROCESS MAY BE SERVED.

In pursuant to Chapter 48.091 Florida States, the following is submitted, in compliance with said act:

First that *KEVIN RECORDS INT'L. INC.* desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Hialeah, County of Dade State of Florida has named, Carmen Marius, located at 1940 W 60th Street, Hialeah, Fl. 33012 County of Dade, State of Florida as its agent to accept services of process within the state.

ACKNOWLEDGEMENT,

Having been named to accept service of process for the above stated corporation, at place designated in theis certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative keeping open said office

BY 
Registered Agent

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