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 TALLAHASSEE FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. BASS-SIDE MUSIC AND ENTERTAINMENT, INC  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #)
3. \_\_\_\_\_  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

- Walk in     Pick up time 2:00     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

TALLAHASSEE, FLORIDA  
 SECRETARY OF STATE  
 APR 6 1999  
 9-12765  
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Examiner's Initials

CERTIFICATE OF INCORPORATION  
OF

BASS-SIDE MUSIC AND ENTERTAINMENT, INC.

For the purpose of forming a corporation for profit under the general incorporation laws of the State of Florida, it is respectfully requested of the Secretary of State the approval of such incorporation under the following Articles.

ARTICLE 1

The name of this corporation shall be BASS-SIDE MUSIC AND ENTERTAINMENT, INC. and it's principal place of business shall be in South Florida with the right to change and move said principal place of business and establish such other offices and places of business within or without the State of Florida as the Board of Directors may from time to time deem proper.

ARTICLE 11

The general purpose and nature of the business of this corporation is to engage in any activity or business with any or all powers for any or all purposes determined convenient or necessary by the Board of Directors as permitted under the laws of the United States and the State of Florida as may be restricted under these Articles and it's By-Laws.

ARTICLE 111

The total authorized capital stock of this corporation shall be one hundred shares of Common Stock with no par value. All of such stock shall be issued fully paid and non-assessable at and for such consideration, whether the same cash, services fixed rendered, or otherwise and upon such terms and conditions as may be fixed by the Board of Directors of this corporation.

ARTICLE 1V

The amount of capital with which this corporation shall begin shall be not less than five hundred dollars (\$500.00).

ARTICLE V

The corporation shall have perpetual existence, unless earlier terminated by due and proper legal procedure.

ARTICLE VI

The initial address of the principal office of the corporation shall be:

14220 NW 7TH AVENUE  
MIAMI, FL 33168

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ARTICLE VI1

The number of Directors of said corporation shall be provided in the By-Laws but in no event shall the number be less than one (1) nor more than five (5).

ARTICLE VI11

The names and post office address of the members of the first Board of Directors who shall hold office for the first year of the existence of the corporation, or until their successors are elected and qualified, unless otherwise by the By-Laws:

MELTON BOWEN

- PRESIDENT

660 NW 146TH STREET  
MIAMI, FL 33168

ARTICLE 1X

In furtherance and not in limitation of powers conferred upon the Board of Directors, the Board of Directors are expressly authorized, and caused to be executed, mortgages and liens upon the real and personal property of the corporation for the purpose of furniture security for it's indebtedness or for any purpose. The Directors, if the By-Laws so provide, may hold their meetings within or without the State of Florida. The corporation may in it's By-Laws, confer powers additional to the power and authority expressly conferred upon them by statute to the Directors.

ARTICLE X

Amendment and revisions, including alteration of any provision, of these Articles, and the By-Laws, shall be by the shareholders or by a majority vote of shareholders voting, in the manner now or hereafter prescribed by the Statutes.

BY-LAWS  
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The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders.

ARTICLE X1

Shares of capital stock of this corporation shall be vested in the following persons and in the amount set opposite his name:

| NAME<br>~~~~~ | NUMBER OF SHARES<br>~~~~~ |
|---------------|---------------------------|
| MELTON BOWEN  | 100                       |

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other person unless approved by the President of the corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement.

ARTICLE X11

Special meetings of shareholders may be called by Certified Mail, Return Receipt Requested, giving five (5) days written Notice.

ARTICLE X111

Fifty-one percent (51%) of the shares entitled to vote represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If aquorum is present, the affirmative vote of fifty-one percent (51%) of the share represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

ARTICLE X1V

RIGHT OF SHAREHOLDER DISSENT  
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The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporate actions, the shares of this corporation were registered on a national securities exchange or held by not less than 2,000 shareholders.

ARTICLE XV

SHAREHOLDERS MEETING REQUIRED  
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Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation, duly called as provided by law, except as provided for in Article X11.

ARTICLE XV1

MANAGEMENT OF CORPORATION BY SHAREHOLDERS  
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All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the President of this corporation.

ARTICLE XV11

POWERS  
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This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XV111

MEETING BY CONFERENCE TELEPHONE  
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Shareholders may participate in special meetings by means of conference telephone as provided.

ARTICLE X1X

DIVIDENDS  
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Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the corporation.

ARTICLE XX

IDENTIFICATION  
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The corporation shall indentify any Officer or Director, or any former Officer or Director. to the full extent permitted by law.

ARTICLE XX1

AMENDMENT  
~~~~~

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred upon shareholders is subject to this reservation.

ARTICLE XX11

NOTICE  
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Any notice required herein shall be by Certified Mail, Return Receipt Requested, or hand delivered to the shareholders at the following address:

14220 NW 7TH AVENUE  
MIAMI, FL 33168

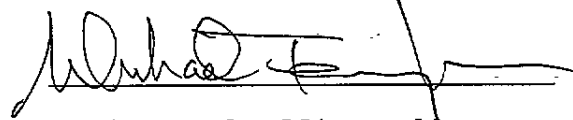
ARTICLE XX111

The name and address to the subscriber to these Articles is:

MICHAEL TAYLOR  
20401 NW 2ND AVENUE, SUITE #203  
MIAMI, FL 33169

ARTICLE XX1V

The Registered Agent of this corporation is Michael Taylor. I the above named subscriber and Registered Agent hereunto set my hand and seal this 18th day of March 1999. I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.



Registered Office Address  
20401 NW 2nd Avenue, #203  
Miami, FL 33169

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