

P99000043395

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
Tallahassee, Florida 32314

Date: March 8, 1999
RE: MOST WANTED RECORDS, INC.
FLA. BAR NO: 539376

800002806529--1

-03/15/99--01141--008
****367.50 *****79.75

TO WHOM THIS MAY CONCERN:

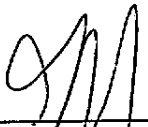
Enclosed please find original and one (1) copy of Certificate of Incorporation of Most Wanted Records, Inc.

☒ Will you please file and return certified copy of the enclosed articles at the earliest possible date.

☒ Check in the amount of \$122.50 is enclosed to cover costs.

Thanking you for your cooperation in this matter.

BY:


GLENN R. MILLER, P.A.
67 N.E. 168th Street
North Miami Beach, Florida 33161
(305) 651-5991

GRM:dg
Enc.

FILED
99 MAY 13 AM 7:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
5-13-99
17



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 19, 1999

GLENN R. MILLER, P.A.
67 N.E. 168TH STREET
NO. MIAMI BEACH, FL 33161

We have received your document for MOST WANTED RECORDS, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must have a Florida street address. A post office box is not acceptable.

The registered agent and street address must be consistent wherever it appears in your document.

I called your office and left my name and telephone number but I never received a return call.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6930.

Carolyn Batten
Document Specialist

Letter Number: 999A00013840

**ARTICLES OF INCORPORATION
OF**

MOST WANTED RECORDS, INC.

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99 MAY 13 AM 7:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME. The name of this corporation is **MOST WANTED RECORDS, INC.**

ARTICLE II

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 III

PURPOSE. The purpose of the Partnership is for the Partners to engage in the entertainment, amusement, music, recording and publishing industries (the "entertainment field") as the musical group (the "Group") known as (Most Wanted Records, Inc.), including, without limitation, recording commercial phonorecords, performing personal appearances, exploiting and merchandising the names (both legal and professional), likeness, sobriquet and biographical materials ("Merchandising Rights") of each Artist either individually or collectively as members of the Group, and Most Wanted Records, Inc., and all other present and future activities of the Artist and the Corporation in the entertainment field during the term of this Corporation. Except otherwise expressly provided herein, the Artist shall render their services in the entertainment field on an exclusive basis to the Corporation. However, it is specifically understood and agreed that the copyrighting and exploiting of original musical compositions heretofore or hereafter composed by any Partner individually or jointly with any other Partner or Partners or any person shall not be within the scope of this Agreement, and the Partnership shall have no

right or claim to the ownership or control of such musical compositions or to any monies received by any Partner which is attributable to the publishing and/or writing of such musical compositions. This corporation is organized for the purpose of engaging in any or all lawful business in Music Production.

ARTICLE IV

CAPITAL STOCK. This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

ARTICLE V

PREEMPTIVE RIGHTS. Every shareholder, upon the sale for case of any new stock of this corporation, shall have the right to purchase his pro-rate 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 OFFICER AND AGENT. The principle address of corporation and the street address of the initial registered office of this corporation is **159 N.E. 54th Street, #6, Miami, Florida 33137**, and the name of the initial registered agent of this corporation is **GLENN R. MILLER, ESQUIRE**, at **67 N.E. 168th Street, North Miami Beach, Florida 33162**.

ARTICLE VII

INITIAL BOARD OF DIRECTORS. This corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or

decreased from time to time by the by-laws, however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation are:

Gertha Monuma - President
159 N.E. 54th Street, #6
Miami, Florida 33137

Marvin Jean Louis - Vice President
159 N.E. 54th Street, #6
Miami, Florida 33137

McHarry Lafontant - Vice President
159 N.E. 54th Street, #6
Miami, Florida 33137

Wilfred Cherenfant - Secretary
159 N.E. 54th Street, #6
Miami, Florida 33137

Yves Blanc - Treasurer
159 N.E. 54th Street, #6
Miami, Florida 33137

ARTICLE VIII

INCORPORATORS. The name and address of the Incorporators signing these

Articles of Incorporation are:

Gertha Monuma - President
159 N.E. 54th Street, #6
Miami, Florida 33137

Marvin Jean Louis - Vice President
159 N.E. 54th Street, #6
Miami, Florida 33137

McHarry Lafontant - Vice President
159 N.E. 54th Street, #6
Miami, Florida 33137

Wilfred Cherenfant - Secretary
159 N.E. 54th Street, #6
Miami, Florida 33137

Yves Blanc - Treasurer
159 N.E. 54th Street, #6
Miami, Florida 33137

ARTICLE IX

INDEMNIFICATION. The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X

AMENDMENT. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority

vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on this _____ day of _____, 1999.

BY Gertha Monuma
GERTHA MONUMA, Incorporator

BY Marvin Jean Louis
MARVIN JEAN LOUIS, Incorporator

BY Mc Harry Lafontant
MCHARRY LAFONTANT, Incorporator

BY Wilfred Cherenfant
WILFRED CHERENFANT, Incorporator

BY Yves Blanc
YVES BLANC, Incorporator

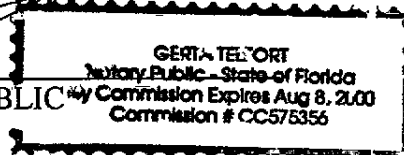
STATE OF FLORIDA)
)ss
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, the undersigned authority, personally appeared GERTHA MONUMA, MARVIN JEAN LOUIS, MCHARRY LAFONTANT and WILFRED CHERENFANT, YVES BLANC to me known to be the persons described as the incorporators in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal this 3rd day of May, 1999.

My commission expires: 8/8/2000

NOTARY PUBLIC



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

First - That MOST WANTED RECORDS, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Miami, State of Florida, has named GLENN R. MILLER, ESQUIRE, located at 67 N.E. 168th Street, North Miami Beach, Florida 33162, as its Agent to accept service of process within Florida.

DATE: 5/3/99

Gertha Monuma
GERTHA MONUMA, PRESIDENT

DATE: 5/3/99

Marvin Jean Louis
MARVIN JEAN LOUIS, VICE PRESIDENT

DATE: 5/3/99

Mc Harry Lafontant
MCHARRY LAFONTANT, VICE PRESIDENT

DATE: 5/3/99

Wilfred Cherenfant
WILFRED CHERENFANT, SECRETARY

DATE: 5/3/99

Yves Blanc
YVES BLANC, TREASURER

Having been named 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, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

DATE: 5-7-99

Glenn R. Miller
GLENN R. MILLER, ESQUIRE
RESIDENT AGENT

FILED
99 MAY 13 AM 7:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA