

P99000043400

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

Date: March 8, 1999  
RE: MO WAN MUSIC PUBLISHERS, INC.  
FLA. BAR NO: 539376

000002806530-8  
-03/15/99-01141-008  
\*\*\*\*\*367.50 \*\*\*\*\*78.75

TO WHOM THIS MAY CONCERN:


Enclosed please find original and one (1) copy of Certificate of Incorporation of Mo Wan Music Publishers, Inc.

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

X 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 7:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CP 513-27  
7



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 19, 1999

GLENN R. MILLER, P.A.  
67 N.E. 167TH STREET  
NO. MIAMI BEACH, FL 33161

We have received your document for MO WAN MUSIC PUBLISHERS, 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 and street address must be consistent wherever it appears in your document.

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

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: 899A00013839

**ARTICLES OF INCORPORATION**  
**OF**  
**MO WAN MUSIC PUBLISHERS, INC.**

**FILED**  
99 MAY 13 AM 7:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**NAME.** The name of this corporation is **MO WAN MUSIC PUBLISHERS, 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 (Mo Wan Music Publishers, 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 Mo Wan Music Publishers, 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.

#### **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**

**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 OFFICER AND AGENT.** The principal 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:

**James Pierre, Director**  
159 N.E. 54th Street, #6  
Miami, Florida 33137

**Emmanuel Mazard, Director**  
159 N.E. 54th Street, #6  
Miami, Florida 33137

**McHarry Lafontant, Director**  
159 N.E. 54th Street, #6  
Miami, Florida 33137

**Chamar Rodriguez, Director**  
159 N.E. 54th Street, #6  
Miami, Florida 33137

#### **ARTICLE VIII**

**INCORPORATORS.** The name and address of the Incorporator Articles of I  
Incorporation are: **James Pierre, 159 N.E. 54th Street, #6, Florida 33137, Emmanuel  
Mazard, 159 N.E. 54th Street, #6, Miami, Florida 33137, McHarry Lafontant, 159 N.E.  
54th Stret, #6, Miami, Florida 33137, Chamar Rodriguez, 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 27 day of April, 1999.

BY [Signature]  
JAMES PIERRE, Incorporator

BY [Signature]  
EMMANUEL MAZARD, Incorporator

BY [Signature]  
MCHARRY LAFONTANT, Incorporator

BY [Signature]  
CHAMAR RODRIGUEZ, Incorporator

STATE OF FLORIDA )  
                          )ss  
COUNTY OF DADE )

I HEREBY CERTIFY that on this day before me, the undersigned authority, personally appeared JAMES PIERRE, EMMANUEL MAZARD, MCHARRY LAFONTANT, and CHAMAR RODRIGUEZ 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 27 day of

April, 1999.

[Signature]  
NOTARY PUBLIC

GERTA TELFORT  
Notary Public - State of Florida  
My Commission Expires Aug 8, 2000  
Commission # CC575356

My commission expires: 8/8/2000

**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 **MO WAN MUSIC PUBLISHERS, 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. 168 Street, North Miami Beach, Florida 33162**, as its Agent to accept service of process within Florida.

DATE: 4/27/99

  
JAMES PIERRE, DIRECTOR

DATE: 4/27/99

  
EMMANUEL MAZARD, DIRECTOR

DATE: 4/27/99

  
MCHARRY LAFONTANT, DIRECTOR

DATE: 4/27/99

  
CHAMAR RODRIGUEZ, DIRECTOR

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: 5-17-99

  
GLENN R. MILLER, ESQUIRE  
RESIDENT AGENT

**FILED**  
99 MAY 13 AM 7:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA