

MEMO

P99000046046

To: DIVISION OF CORPORATIONS
From: Eddie C. Worlds III
Subject: LOC.. 1 RECORDS (NEW CORPORATIONS)
Date: May 12, 1999

800002877738--3
-05/17/99-01126-005
*****87.50 *****87.50

ENCLOSED YOU WILL FIND THE ARTICLE OF INCORPORATION FOR LOC. 1 RECORDS. ALSO THERE IS MONEY ORDER IN THE AMOUNT OF \$87.50, \$70.00 FOR THE FILING FEE, \$8.75 x 2 -FOR TWO CERTIFIED CERTIFICATES OF STATUS.

IF THERE IS PROBLEM PLEASE CALL ME (EDDIE C. WORLDS III)

(954 - 979 -0135)

THANK YOU
E.C.W. III

FILED
99 MAY 17 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH MAY 20 1999

ARTICLE OF INCORPORATION

OF

Loc 1 Records, Inc.

ARTICLE I

NAME

The name of this corporation is: Loc 1 Records, Inc.

ARTICLE II

The term of existence of the corporation is perpetual.

ARTICLE III

PURPOSE

The purpose for which the Corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the General Corporation Act of the State of Florida. These shall include but not limited to, the power to sue and be sued, complain and defend in its Corporate name in all actions and proceedings, and to have a Corporate Seal. The Corporation may also purchase, take, receive, lease, or otherwise acquire, own, hold improve, use or otherwise deal in real or personal property or any interest therein wherever situated. It shall have the power to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of any or all of its property, franchises and income. It may conduct its business, carry on its operations, and have officers and exercise the powers granted by this act within and without the State of Florida.

It may elect and/or appoint officers and agents and define their duties and fix

99 MAY 17 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

their compensation. It may take and alter by-laws in any way consistent with these Articles of Incorporation and the laws of the State for the administration and regulations of the affairs of the Corporation. The Corporation shall have power to make donations to the public welfare or charitable, scientific, or educational purposes. It shall have the power to transact any lawful business which the Board of Directors shall find to be in aid of Government Policy. The Corporation shall further have the power to pay pensions and establish pension plans, and incentive plans for any and all of its Directors, Officers and Employees and for any and all the Directors, Officers, and Employees of its subsidiaries. It may be promoter, incorporator, general partner, member, associate or manger of any corporation, partnership, limited partnership, joint venture, trust or enterprise. The Corporation shall have the further power to purchase, take, receive, subscribe for, or otherwise use and deal in and with shares or other interest in or other interest in or obligations of other domestic and foreign corporations, associations, partnerships, and individuals including the direct and indirect obligations to the United States or any other government, state, territory, or other governmental body. The Corporation shall have the power to have and to exercise all powers necessary or convenient to effect its purpose.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the Corporation has the authority to issue is 2,000 shall be common shares with par value of \$1.00.

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered and principal office of this Corporation is:

336 Northwest 2nd Street

Pompano Beach, Florida 33060

The name of the initial agent of this Corporation is:

Terris P. Skinner

ARTICLE VII

INCORPORATORS (DIRECTOR)

This Corporation shall have (4) incorporators.

The number of incorporators may be either increased or diminished from time to time by the by-laws but shall never be less than one. The names and addresses of the initial incorporators of this Corporation are:

1. Terris P. Skinner
336 Northwest 2nd Street
Pompano Beach, Florida 33060

2. James Skinner
336 Northwest 2nd Street
Pompano Beach, Florida 33060

3. Terris P. Skinner
336 Northwest 2nd Street
Pompano Beach, Florida 33060

4. James Skinner
336 Northwest 2nd Street
Pompano Beach, Florida 33060

ARTICLE VIII OFFICERS

The initial officers of the Corporation shall be:

1. Terris P. Skinner
President
336 Northwest 2nd Street
Pompano Beach, Florida 33060

2. James Skinner
Vice President
336 Northwest 2nd Street
Pompano Beach, Florida 33060

3. Terris P. Skinner
Secretary
336 Northwest 2nd Street
Pompano Beach, Florida 33060

4. James Skinner
Treasurer
336 Northwest 2nd Street
Pompano Beach, Florida 33060


ARTICLE IX COMMENCEMENT OF EXISTENCE


The Corporation shall be deemed to commence its existence on:
Upon receipt by the Secretary of State.

ARTICLE X AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, to any amendment hereto, and any rights conferred upon the stockholders are subject to this reservation.

IN WITNESS WHEREOF, we have subscribed our names this 7 day of
MAY, A.D., 19 99.


Terris P. Skinner, President


James Skinner, Vice President

James Skinner
James Skinner, Treasurer

Terris P. Skinner
Terris P. Skinner, Secretary of Affairs

STATE OF FLORIDA)
COUNTY OF BROWARD)

SS

On this 7 day of May, A.D., 19

99, before me a Notary Public for the State of Florida, the undersigned officers

personally appeared James Skinner V-pres.

Terris P Skinner Pres. 336 NW 2ND Street

Pompano Beach Fla 33060, known to me to be persons whose names are

subscribed to the within instrument, and acknowledge that they executed the same of
the purpose therein contained.

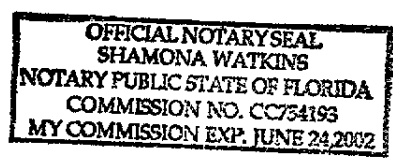
IN WITNESS WHEREOF, I hereunto set my hand and official seal.

FILED
99 MAY 17 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Shamona Watkins
NOTARY PUBLIC

My commission expires:

6/21/02



ACCEPTANCE FOR RESISTED AGENT

Having been named to accept service of process for above stated Corporation,
at the place designated in Article VI of these of Incorporation, the undersigned hereby
agrees to act in this capacity, and further agrees to comply with the complete discharge
of its duties.

Dated this 7 day of MAY, 19 99

Terris P. Skinner
Terris P. Skinner
SIGNATURE

Terris P. Skinner, REGISTERED
AGENT

FILED

99 MAY 17 PM 1:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA