

Document Number Only

99000053352

CT Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

600002902486--0
-06/11/99--01069--015
*****78.75 *****78.75

Groove House Music Corporation

☒ Profit ~~Amicus~~
☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other UCC Filing

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☒ Certified Copy

☐ Photo Copies

☐ Eic Name

☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CR2E031 (1-89)

Please Return Extra Copies
File Stamped To:

Jeffrey Butterfield

FILED
99 JUN 11 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 JUN 11 PM 2:43

6/11/99
mjm

ARTICLES OF INCORPORATION
OF
GROOVEHOUSE MUSIC CORPORATION

FILED
99 JUN 11 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

FIRST: The name of the corporation is GrooveHouse Music Corporation (the "Corporation").

SECOND: The principal office address and mailing address of the Corporation is 601 Brickell Key Drive, Suite 802, Miami, Florida 33131.

THIRD: The total number of shares of stock which the Corporation shall have authority to issue is one thousand (1000) shares of common stock, par value \$.01 per share. Each share of Common Stock shall be entitled to one vote.

FOURTH: The name and address of the registered agent is CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

FIFTH: The name and address of the incorporator of the Corporation is Seth P. Joseph, Esq., Stroock & Stroock & Lavan, LLP, 200 South Biscayne Boulevard, 33rd Floor, Miami, Florida 33131.

SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

SEVENTH: All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors. This Corporation shall have two (2) directors initially. The names and addresses of the initial members of the Board of Directors are:

This instrument was prepared by:
Seth A. Joseph, Esq.
FL Bar # 286656
Stroock & Stroock & Lavan LLP
200 South Biscayne Blvd.
3300 First Union Financial Center
Miami, Florida 33131
(305) 358-9900

Robert Tatum

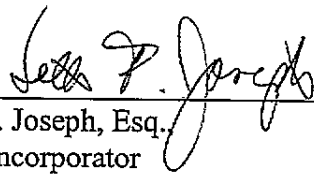
601 Brickell Key Drive
Suite 802,
Miami, Florida 33131

Pamela Millar

P. O. Box SS-19839
Nassau, Bahamas

EIGHTH: No director of the Corporation shall be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability for acts described in Section 607.0831 of the Florida Statutes..

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10th day of June, 1999.



Seth P. Joseph, Esq.
Incorporator

This instrument was prepared by:
Seth P. Joseph, Esq.
FL Bar # 286656
Stroock & Stroock & Lavan LLP
200 South Biscayne Blvd.
3300 First Union Financial Center
Miami, Florida 33131
(305) 358-9900

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I HEREBY accept the appointment as registered agent contained in the foregoing Articles of Incorporation for GrooveHouse Music Corporation, and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

Dated: June __, 1999

Connie Bryan **CONNIE BRYAN**
SPECIAL ASSISTANT SECRETARY

FILED
99 JUN 11 PM 3.38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This instrument was prepared by:
Seth P. Joseph, Esq.
FL Bar # 286656
Stroock & Stroock & Lavan LLP
200 South Biscayne Blvd.
3300 First Union Financial Center
Miami, Florida 33131
(305) 358-9900