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TRANSMITTAL LETTER

FILED
99 JUL -6 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

2000002923572--6
-07/06/99--01086--007
*****78.75 *****78.75

SUBJECT: ELITE RECORDS, INC.

Enclosed is an original and one (1) copy of the Article of Incorporation and our check for \$78.75

FROM: Albert Ross
6110 Powers Avenue, Suite 13
Jacksonville, Fl. 32217

D. BROWN JUL 13 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE OF INCORPORATION

OF

ELITE RECORDS, INC.

A FLORIDA FOR PROFIT CORPORATION

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, thereby adopt(s) the following Articles of Incorporation.

ARTICLE ONE

The name of the Corporation is: **ELITE RECORDS, INC.**

ARTICLE TWO

The corporation is organized pursuant to the provisions of Florida Business Corporation Code, and the duration of the corporation shall be perpetual

ARTICLE THREE

The principal place of business and mailing address of this corporation are the same:

ELITE RECORDS, INC.
6110 Powers Avenue, Suite 13
Jacksonville, Fl. 32217

ARTICLE FOUR

The original number of shares is 1,000. None will be issued at this time. The shares have a par value of \$1.00. However, the order of issuance will be stated in the by-laws.

ARTICLE FIVE

The principal address and registered office are the same. The name and address of the initial registered agent is:

Albert Ross
6110 Powers Avenue, Suite 13
Jacksonville, Fl. 32217

ARTICLE SIX

The name(s) and address(es) of the Incorporates(s) to these articles of Incorporation is(are):

Galyn Smith, President
6110 Powers Avenue, Suite 13
Jacksonville, Fl. 32217

DaShawn Waters, Vice President
6110 Powers Avenue, Suite 13
Jacksonville, Fl. 32217

Julian Yard, Secretary/Treas.
6110 Powers Avenue, Suite 13
Jacksonville, Fl. 32217

ARTICLE SEVEN

The initial Board of Directors shall consist of three members at this time. However, the manner of election will be stated in the By-Laws.

ARTICLE EIGHT

This corporation is organized for the purpose of providing:

(a) Label Production, Sign Artist with recording deals

IN WITNESS WHEREOF, The undersigned has executed these ARTICLES OF INCORPORATION on this 1 day of 07, 1999



Incorporate & Title

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE**

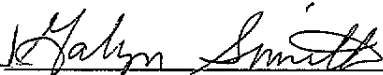
Pursuant to the provisions of section 607.0501, Florida Statutes, the Undersigned Corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent in the state of Florida.

The name of the Corporation is: **ELITE RECORDS, INC.**


1. The name and address of the registered agent and office is:

Albert Ross
6110 Powers Avenue, Suite 13
Jacksonville, Fl. 32217

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept obligations of my position as registered agent.



Signature



Date