

P99000062845

Memorandum

To: DIVISIONS OF CORPORATIONS

From: eMAX Music International, Inc.

Date: 6/12/99

Subject: Articles of Incorporation

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-07/08/99-01064-002
*****70.00 *****70.00

Attached to this memorandum are two copies of the Articles of Incorporation for **eMAX Music International, Inc.**, and a check in the amount of \$70.00. Please file one copy with your agency and return a file-stamped copy to me in the enclosed stamped, self-addressed envelope. Thank you very much for your cooperation.

now

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99 JUL -8 PM 9:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CB
7-15-99
4

**Articles of Incorporation
for
eMAX Music International, Inc.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Article 1

- 1.1 The name of this corporation is **eMAX Music International, Inc.**

Article 2

- 2.1 The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Florida other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the Florida Corporations Code.

Article 3

- 3.1 The corporation is authorized to issue two class' of stock, to be designated a Common Stock and Series A Preferred Stock. The total number of shares of Common Stock presently authorized is Fifty Million shares and the total number of shares of Series A Preferred stock presently authorized is Ten Million shares.

Article 4

- 4.1 The liability of the officers and directors of this corporation for monetary damages will be eliminated to the fullest extent permissible under Florida law.

This corporation is authorized to provide indemnification of agents for breach of duty to the corporation and its shareholders through bylaw provisions or through Agreements with the agents, or through shareholder resolutions, or otherwise, in excess of the indemnification otherwise permitted by Florida law.

Article 5

5.1 The name and address in the State of Florida of this corporation's principal office address and initial agent for service of process is: Roxanna Weber 5401 Kirkman Road, Suite 158, Orlando, Florida 32819 and as listed below

eMAX MUSIC INTERNATIONAL, INC.
5401 Kirkman Road
Suite 158
Orlando, Florida 32819
407- 363-9400

In witness of this, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, the sole incorporators of this corporation has executed these Articles of Incorporation this June 4, 1999.

Incorporator's Names: Roxanna Weber
Chuck Weber

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.

Incorporator's Name: Roxanna Weber
Roxanna Weber

Incorporator's Name: Chuck Weber
Chuck Weber for the benefit of eMAX, Inc.

Resident Agent: Roxanna Weber
Roxanna Weber

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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.

1. *The name of the corporation is eMAX Music International, Inc.*
2. *The name and address of the registered agent and office is:*

*Roxanna Weber
5401 Kirkman Road, Sute 158
Orlando, Florida 32819*

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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 further 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 the obligations of my position as registered agent.


Roxanna Weber