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Leon E. Sharpe, P.A.

Requestor's Name

Office AT Bay Point, Suite 970  
4770 Biscayne Blvd.

Address

Miami, Fla. 33137

City/State/Zip

Phone #

305-578-3823

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- Walk in       Pick up time \_\_\_\_\_       Certified Copy  
 Mail out       Will wait       Photocopy       Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

EFFECTIVE DATE

7-16-99

7-26  
15

**ARTICLES OF INCORPORATION**  
**OF**  
**OCEAN DRIVE STUDIOS, INC.**

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We, the undersigned incorporators of this corporation under Florida Statute 607, as amended, adopt the following Articles of Incorporation.

ARTICLE I

Name and Principal Office

The name of this corporation is Ocean Drive Studios, Inc. The principal office of this corporation is located at 820 Ocean Drive, Suite 202, Miami Beach, Florida 33139.

ARTICLE II

Purposes

The general nature of the business and the objects and purposes proposed to be transacted and carried on by and powers of this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

(a) This is a recording studio which will engage in the business of recording music and music production.

(b) To do all acts and things and conduct and carry on all business and enterprises to the same extent as any natural person which is not specifically prohibited by the

EFFECTIVE DATE  
7-10

laws of the State of Florida, United States of America, any rule or regulation promulgated thereunder.

(c) In general, to carry on any other business or enterprise and exercise all or any of the corporate powers which may be carried on or exercised by a corporation organized under Chapter 607, Florida Statutes, as amended, not forbidden by the laws of the State of Florida.

### ARTICLE III

#### Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock at One Dollar (\$1.00) par value per share. The consideration to be paid for each share shall be payable in lawful money of the United States of America or in property, labor or services which, in the judgment of the Board of Directors, shall be of the valuation equivalent to the value of the stock to be issued.

### ARTICLE IV

#### Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

The manner of election for directors and the manner of their admission are to be provided for in the Bylaws.

#### ARTICLE V

##### Duration

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

#### ARTICLE VI

##### Initial Registered Agent

The street address of the initial registered agent of this corporation is Wills Felin, 7953 Ramona Street, Miramar, Florida 33023. The Board of Directors may, from time to time change the designated registered agent of the corporation.

#### ARTICLE VII

##### Directors

The initial number of directors of this corporation shall be two (2). The number of directors may be either increased or decreased from time to time as provided for in the Bylaws.

The names and addresses of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the Bylaws and Corporation Laws of the State of Florida, shall hold office for the

first year of the corporation's existence, or until their successors are elected and have qualified are:

<u>Name</u>	<u>Address</u>
Wills Felin	7953 Ramona Street Miramar, Florida 33023
Didiere Fils-Aime	7953 Ramona Street Miramar, Florida 33023

ARTICLE VIII

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Dade County, Florida, for the uses and purposes aforesaid, this 16 day of July, 1999.

Wills Felin  
WILLS FELIN, Incorporator

STATE OF FLORIDA  
COUNTY OF DADE

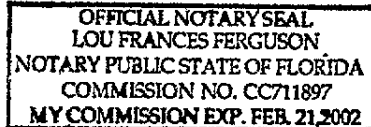
BEFORE ME, the undersigned authority, personally appeared WILLS FELIN who produced Fla. Drivers License as identification and being duly sworn, upon oath, to me

well known to be the person described in and who executed the foregoing Certificate of Incorporation, and who acknowledges before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, Dade County, Florida this 16 day of July, 1999.

*Lou Frances Ferguson*  
Notary Public  
State of Florida at Large

My Commission Expires:



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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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.

1. The name of the corporation is:

Ocean Drive Studios, Inc.

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

Wills Felin  
7953 Ramona Street  
Miramar, Florida 33023

Wills Felin  
TITLE: Vice President  
DATE: 7/16/99

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 THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Wills Felin  
DATE: 7/16/99