

0990000079431

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Sky Hi Records And
Films, Inc.

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*****78.75 *****78.75

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

✓ Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
✓ Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

9/8/99

ARTICLES OF INCORPORATION

OF

SKY HI RECORDS AND FILMS, INC.

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The undersigned incorporator to these Articles of Incorporation is a natural person competent to contract in the State of Florida hereby presents these Articles of Incorporation for the formation of a corporation under the laws of the State of Florida.

ARTICLE 1 - NAME

The name of the corporation is SKY HI RECORDS AND FILMS, INC.

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 3700 North 56 Avenue, Suite 1020, Hollywood, Florida 33021 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is Rodger Knowles whose address shall be the same as the principal office of the Corporation.

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Rodger Knowles
Vice President:	Kedash Cornileus
Secretary:	Kedash Cornileus
Treasurer:	Rodger Knowles

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 6 - DIRECTORS

The Directors of the corporation shall be:

Rodger Knowles
Kedash Cornileus

Whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in bylaws of the Corporation.

7.4 The Board of Director(s) of Corporation may, by Restated Articles of incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 – SHAREHOLDERS’ RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders’ Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders’ Restrictive Agreement, If any, is on file at the principal office of the Corporation.

ARTICLE 9 – POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10 – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 – REGISTERED OWNER (S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the book of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 12 – BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such

action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 13 – EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida

ARTICLE 14 – AMENDMENT

The Corporation reserves the rights to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Article of incorporation of any amendment hereto are granted subject to this reservation.

ARTICLE 15 – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3700 North 56th Avenue, Suite 1020, Hollywood, Florida 33311 and the name of the initial registered agent of this corporation at that address is Rodger Knowles.

IN WITNESS WHEREOF, the undersigned, being the original subscriber (s) to the capital stock here in above named, for the purpose of forming a corporation to do business in the state of Florida under the laws of the State of Florida. Do make and file these Articles of incorporation, hereby declaring and certifying that the facts herein stated are true and do agree to take the number of shares hereinabove set forth, and here unto set his hand and seal this _____ day of _____, 1999

Rodger Knowles

By Rodger Knowles
FLDL- R542-720-60-211-0

By _____

STATE OF FLORIDA)

) SS

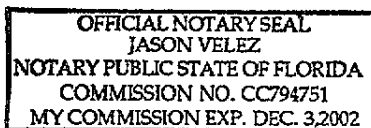
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and acknowledgments, personally appeared Rodger Knowles to me well known to be the person who executed the foregoing Articles of Incorporation and he acknowledges before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal in the county and state last Aforesaid this 1 day of September, 1999.

My commission expires:

Jason Velez



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First – That Sky Hi Records and Films, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of

incorporation at City of Hollywood, County of Broward, State of Florida has named Rodger Knowles, located at 3700 North 56th Avenue, Suite 1020, City of Hollywood, County of Broward.

State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: MUST BE SIGNED BY DESIGNATED

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office

By: Rodger Knowles
(Registered Agent)

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