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September 3, 1999

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

500002980095--5

-09/07/99-01122-002

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

Re: Deathstruck Records, Inc.

Dear Sir or Madam:

Enclosed are the original and a copy of the Articles of Incorporation regarding the above-referenced corporation. Please provide to us, in the enclosed envelope, a certified copy of the Articles of Incorporation. Also enclosed is a check in the amount of \$78.75 for the filing fee and the certified copy.

If you have any questions, please do not hesitate to call me.

Sincerely,

Joshua A. Payne
Joshua A. Payne

JAP/mph
Enclosures

cc: Teeon G. Wilkins

FILED
99 SEP -7 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
DEATHSTRUCK RECORDS, INC.**

FILED
99 SEP - 7 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as an incorporator of a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation shall be Deathstruck Records, Inc. (the "Corporation")

ARTICLE II

The street address of the Corporation shall be P. O. Box 15664, West Palm Beach, Florida 33416.

ARTICLE III

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share.

All stock, when issued, shall be fully paid, and non-assessable. The entire capital stock, or any portion thereof, may be paid for in cash, property, labor or services, for a consideration having a value in the judgment of the Board of Directors of the Corporation, at least equivalent to the full value of the stock issue.

ARTICLE IV

The term of existence of the Corporation is perpetual.

ARTICLE V

The name and address of the incorporator is:

Teeon G. Wilkins
1530 Douglas Street
Lake Worth, FL 33460

ARTICLE VI


The street address of the Corporation's initial registered office and name of its initial registered agent at such address is as follows:

Teeon G. Wilkins
1530 Douglas Street
Lake Worth, FL 33460

ARTICLE VII

These Articles of Incorporation may be amended in the manner provided by Florida law.

WITNESS the hand and seal of the said incorporator this 3rd day of September, 1999.



Teeon G. Wilkins

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act: That Deathstruck Records, Inc., desiring to organize under the laws of the State of Florida with its principal office in the County of Palm Beach, State of Florida, has named Teeon G. Wilkins, located at 1530 Douglas Street, Lake Worth, Florida 33460, as its agent to accept service of process within this State.

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



Teeon G. Wilkins, Registered Agent

FILED
99 SEP -7 AM 9:43
STATE OF FLORIDA
TALLAHASSEE