

P9900008/502

LAW OFFICE  
CONRAD & SCHERER, P.A.  
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

99 SEP -7 PM 12:24

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GARY S. GENOVESE, P.A.  
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OF COUNSEL

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MARK J. LEEDS, TALLAHASSEE, FLORIDA  
MIKEL D. JONES  
ANDREW S. MAURODIS  
JOHN M. MILLEDGE  
JOEL STOCKER

EFFECTIVE DATE

9-2-99

\*ADMITTED IN NEW JERSEY,  
PENNSYLVANIA &  
WASHINGTON, D.C. ONLY

EIGHTH FLOOR  
633 SOUTH FEDERAL HIGHWAY  
POST OFFICE BOX 14723  
FORT LAUDERDALE, FLORIDA 33302  
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12 WEST FLAGLER STREET  
SUITE M-115  
MIAMI, FLORIDA 33130  
TELEPHONE (305) 856-9920

PLEASE REPLY TO:

Fort Lauderdale  
Direct Dial (954) 847-3328

August 23, 1999

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Articles of Incorporation of  
Goldmind Songs Publishing, Inc.  
Our File No.: 94-26

600002979976--8  
-09/07/99--01115--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir/Madam:

Enclosed please find an original and one copy each of the Articles of Incorporation for the above-referenced corporation, with the Registered Agent Form incorporated therein. Also enclosed is a check for the filing fee in the amount of \$78.75.

Please return a date-stamped copy of these articles of incorporation to this office to the attention of the undersigned in the enveloped provided. Thank you for your attention to this matter.

Very truly yours,

*Shari McCartney*  
SHARI L. MCCARTNEY  
For the Firm

SLM/ss  
Enclosures

*Shari McCartney* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Article VII - principal  
advised by

DOC. # *PH*

*99-21126*  
*PH 9/15/99*

ARTICLES OF INCORPORATION  
OF  
GOLDMINE SONGS PUBLISHING, INC.

FILED  
99 SEP -7 PM 12: 24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this Corporation is GOLDMINE SONGS PUBLISHING, INC.

EFFECTIVE DATE

**ARTICLE II - DURATION**

9-2-99

This Corporation shall have perpetual existence commencing on the date of execution and acknowledgment of the Articles.

**ARTICLE III - PURPOSE**

This Corporation is organized for the purpose of transacting and all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE V- 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.

**ARTICLE VI - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he or she holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of this corporation is 1602 Alton Road, Miami Beach, Florida 33139. The name and address of the Registered Agent is SHARI L. McCARTNEY, Esquire, Conrad & Scherer, 633 South Federal Hwy, 8<sup>th</sup> Floor, Ft. Lauderdale, Florida 33301

**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This Corporation shall have two Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial Directors of the Corporation are as follows:

1. SHARI L. McCARTNEY, 825 NE 18<sup>TH</sup> Street, Ft. Lauderdale, FL 33305
2. DARIN J. FELDMAN 1611 Euclid Ave., Apt 8, Miami Beach, FL 33139

#### ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is:

SHARI L. McCARTNEY, Esq.  
Conrad & Scherer  
633 S. Federal Hwy, 8<sup>th</sup> Floor  
Ft. Lauderdale, Florida

#### ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

#### ARTICLE XI - BY LAWS

The power to adopt, alter, amend or repeal By Laws shall be vested in the Board of Directors and the Shareholders.

#### ARTICLE XII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

Shari McCartney  
Shari L. McCartney, Incorporator

BEFORE ME, the undersigned authority, personally appeared SHARI L. McCARTNEY, who having been duly sworn, has executed the Articles Of Incorporation this 2nd day of August, 1999, and produced \_\_\_\_\_, as identification/ is personally known to me. ~~September~~

My commission expires:

Brenda Marte  
NOTARY PUBLIC, STATE OF FLORIDA


Brenda Marte  
Print Name



STATE OF FLORIDA  
ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VII OF THE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY SIMULTANEOUSLY ACCEPTS THE DESIGNATION AND STATES THAT THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF THAT POSITION AND AGREES TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HER DUTIES.

DATED THIS 2<sup>ND</sup> DAY OF ~~AUGUST~~, 1999.  
SEPT

  
\_\_\_\_\_  
SHARI L. McCARTNEY, ESQ.