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FLORIDA PROFIT CORPORATION OR P.A.**C&W/RAMPAGE, INC.**

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ARTICLES OF INCORPORATION
OF

C&W/Rampage, Inc.

The undersigned, acting as the Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation shall be is C&W/Rampage, Inc.

ARTICLE II

The initial principal office and mailing address of this corporation shall be 1111 Lincoln Road, 4th Floor, Miami Beach, Florida 33139. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit. The name and address of the initial Registered Agent is: Marci A. Rubin, Esq. whose address is 1601 N. Harrison Parkway, Suite 200, Bldg A, Fort Lauderdale, Florida 33323.

ARTICLE III

This corporation shall have perpetual existence unless dissolved according to law.

ARTICLE IV

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

(a) To carry on general business as a marketing, advertising and internet technology firm for its clients and other such functions generally without limitation as to class of products, services and merchandise, within the United States including but not limited to the music industry.

This form was prepared by: **Marci A. Rubin, Attorney at Law, P.A., 1601 N. Harrison Parkway, Suite 200, Bldg A, Sunrise, Florida 33323
(954) 267-0445 Facsimile (954) 377-0241 BAR# 0990647**

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(b) To borrow and raise monies for any of the purposes of the corporation and to generally make and perform contracts of any kind or description for the purpose of attaining any of the objects of the corporation.

(c) To do, transact and perform any and all forms of business and activities that can legally be performed and transacted in the State of Florida, the United States of America and any other country in the world.

ARTICLE V

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 15,000 shares of common stock. Said shares of common stock having a par value of one dollar (\$1.00) each. The shares shall be issued and sold for such consideration as may be fixed by the Board of Directors hereof in accordance with the By-Laws of the corporation as the corporation may, from time to time, make; and all of said shares shall be paid for either in cash, property, labor or services, it being recognized that property, labor or services may be purchased or paid for with the capital stock of the corporation at a just valuation.

ARTICLE VI

The amount of capital with which this corporation shall begin business shall not be less than One Hundred and 00/100 Dollars (\$100.00).

ARTICLE VII

The name and street address of the incorporator to these articles of incorporation is:
Celeste De Armas, 9565 Carlyle Avenue, Surfside, Florida 33154.

ARTICLE VIII

The corporation shall maintain a Board of Directors. The number of directors may be increased or decreased from time to time by and through the BY LAWS, but the number of directors shall never be less than one. The Power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Stockholders.

This form was prepared by: Marcel A. Rubin, Attorney at Law, P.A., 1601 N. Harrison Parkway, Suite 200, Bldg A, Sunrise, Florida 33323
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The corporation shall have three directors initially. The first Board shall be comprised of the following members:

Steve Watson, 4441 Alton Road, Miami Beach, Florida 33140

Celeste De Armas, 9565 Carlyle Avenue, Surfside, Florida 33154

Cliff Courtney, 6301 Collins Avenue, #2702, Miami Beach, Florida 33141

ARTICLE IX

The names, addresses and positions held of the officers of this corporation are as follows. These officers shall serve in their respective positions until such time that they may be replaced in accordance with the by-laws of the corporation.

Steve Watson, 4441 Alton Road, Miami Beach, Florida 33140 (Vice President)

Celeste De Armas, 9565 Carlyle Avenue, Surfside, Florida 33154 (President, Secy,

Treas)

Cliff Courtney, 6301 Collins Avenue, #2702, Miami Beach, Florida 33141 (Vice President)

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto and any right conferred upon the shareholder(s) are subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator, being the same person named in Article VII above, and in evidence of his desire to form this corporation, does hereto subscribe his or her name, this 1st day of November, 1999.

BY: Celeste De Armas
SIGNATURE OF INCORPORATOR

Celeste De Armas
PRINT NAME

This form was prepared by: Marci A. Rubin, Attorney at Law, P.A., 1601 N. Harrison Parkway, Suite 200, Bldg A, Sunrise, Florida 33323
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DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT FOR

C&W/Rampage, Inc.

Pursuant to the provisions of F.S. 607.0501, C&W/Rampage, Inc., a corporation herein organized under the laws of the State of Florida, submits the following statement in designating the registered office/agent in the State of Florida.

1. The name of the corporation is C&W/Rampage, Inc.
2. The name of the registered agent is Marci A. Rubin, Esq.
3. The office address of the registered agent is 1601 N. Harrison Parkway, Suite 200, Bldg A, Sunrise, Florida 33323.

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

Signed and accepted this 1st day of November, 1999.

BY: Marci A. Rubin
Marci A. Rubin, Esq.

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