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Division of Corporations

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Florida Department of State

Division of Corporations

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Division of Corporations

Fax Number : (850)922-4001

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Account Name : ACE INDUSTRIES, INC.

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FLORIDA PROFIT CORPORATION OR P.A.

GROOVE II BEATS ENTERTAINMENT, INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
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B. McKnight DEC 16 1999

H99-32034

ARTICLES OF INCORPORATION

Article 1: Name of Corporation: GROOVE II BEATS ENTERTAINMENT, INC.

Address of Corporation: 99 NORTHWEST 183 STREET, SUITE 130
MIAMI, FLORIDA 33169

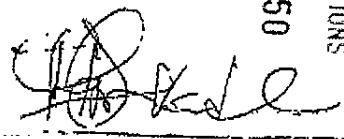
Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 10,000, with a par value of 1.00
(PAR VALUE IS NOT REQUIRED).

Article 3: REGISTERED AGENT: THOMAS AKINDELE AKINDE

REGISTERED OFFICE: 99 NORTHWEST 183 STREET, SUITE 130
MIAMI, FLORIDA 33169

* I am familiar with and hereby accept the duties and responsibilities as Registered Agent for said corporation.

12 / 15 / 99
Date


Signature of Registered Agent

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Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED).

First listed is President, second is Vice President, then Secretary/Treasurer.

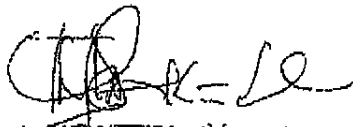
1. THOMAS AKINDELE AKINDE, 99 NORTHWEST 183 STREET, SUITE 130, MIAMI, FLORIDA 33169
2. NANCY PIERRE LOUIS, 99 NORTHWEST 183 STREET, SUITE 130, MIAMI, FLORIDA 33169
3. KELLY GROOMES, 99 NORTHWEST 183 STREET, SUITE 130, MIAMI, FLORIDA 33169
4. SONIA COLON, 99 NORTHWEST 183 STREET, SUITE 130, MIAMI, FLORIDA 33169

Article 5: The NAME and ADDRESS of the INCORPORATOR is:

THOMAS AKINDELE AKINDE

99 NORTHWEST 183 STREET, SUITE 130
MIAMI, FLORIDA 33169

In witness whereof, I have subscribed my name:


Signature of Incorporator

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