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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

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-04/17/00--01119--016
*****70.00 *****70.00

SUBJECT: FUN TIME KARAOKE, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee

From: Chad A. Shultz
3149 Ponce De Leon Blvd., Unit #7
St. Augustine, Florida 32084
904-829-1818

EFFECTIVE DATE
4-7-00

FILED
00 APR 17 AM 9:15
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

CC
424-00

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**ARTICLES OF INCORPORATION
OF
FUN TIME KARAOKE, INC.**

The undersigned, for the purpose of forming a Corporation under Florida Statutes, adopts the following Articles of Incorporation.

ARTICLE I

NAME AND PLACE OF BUSINESS

The name of this Corporation is Fun Time Karaoke, Inc. with its principal place of business at 732 Queen Rd., St. Augustine, Florida 32086.

ARTICLE II

DURATION

This Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if these Articles are not filed with the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing with the Department of State.

ARTICLE III

NATURE OF BUSINESS

The purpose for which this Corporation is organized and the general nature of the business to be transacted by this Corporation is to engage in every phase and aspect of this business of rendering to the public through this Corporation's officers, employees and agents who are duly licensed or otherwise legally authorized under the State of Florida to render entertainment services.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 3149 Ponce de Leon Blvd., Unit 7, St. Augustine, Florida 32084 and the name of the initial registered agent of this Corporation at that address is David J. Internoscia.

ARTICLE VI

RESTRAINT OF ALIENATION OF SHARES

No shareholder of this Corporation may sell, hypothecate, or otherwise transfer their shares except to another individual who is eligible to be a shareholder of this Corporation.

ARTICLE VII

PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of the Corporation of the same kind, class, or series as that which he or she already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VIII

OFFICERS

The officers of the Corporation shall be:

President:	John Burnham
Treasurer:	John Burnham
Secretary:	John Burnham

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

ARTICLE IX

DIRECTORS

(a) Number: This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Directors: The name and street address of the members of the first Board of Directors of this Corporation is:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	John Burnham	732 Queen Rd., St. Augustine, Florida 32086

(c) Compensation: The Board of Directors are hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director may also serve this Corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification: the Board of Directors are hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE X

BYLAWS

The initial bylaws of this Corporation shall be adopted by the directors. Bylaws shall thereafter be adopted, altered, amended or repealed from time to time by either the shareholders or the directors, but the directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE XI

AMENDMENT

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

ARTICLE XII

INCORPORATOR


The street address of the incorporator of this Corporation is 3149 Ponce De Leon Blvd., Unit #7, St. Augustine, Florida 32084 and the name of the incorporator of this Corporation is Chad A. Shultz.

The undersigned incorporator to these Articles of Incorporation of this 7th day of April, 2000.

Chad Shultz
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in said capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Registered Agent

FILED
00 APR 17 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA