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PLEASE REPLY TO:

P95000023739

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

500001438025
-03/23/95--01059--002
*****122.50 *****122.50

RE: 3D Classics, Inc.

Dear Sir:

Enclosed please find a check in the amount of \$122.50 and copies of the Articles of Incorporation for the above named. We would appreciate a Certified Copy of the Articles, all on letter size paper (8 1/2 x 11) if at all possible.

If for any reason these Articles cannot be recorded, due to error or correction, please telephone us at (407) 655-5766.

I thank you for your courtesy and cooperation in this matter.

Most sincerely,

Richard E. Saleeby

Richard E. Saleeby

RES/nel
Enclosures

H. SIMS MAR 24 1995

ARTICLE XIII - INDEX:

- (*1) 3D Classics, Inc. :Name. ¶I
- (*2) 875 Meadows Road, Suite 312 :Principal Office Address. ¶I
Boca Raton, Florida 33486
- (*3) 875 Meadows Road, Suite 312 :Mailing Address. ¶I
Boca Raton, Florida 33486
- (*4) the Florida Business Corporation Act :Applicable Statute of Incorporation. ¶II
- (*5) to engage in and conduct the General Business of :Specific Business or
music, record, and CD production, and Allied Licensed-Certified
Services and Products. Professional. ¶II
- (*6) Upon the execution of these Articles of :Commencement of
Incorporation, Otherwise upon filing Corporate Existence. ¶III
- (*7) Douglas F. Martin :Name of Registered Agent ¶IV
(*8) 875 Meadows Road, Suite 312 :Address of Registered Office. ¶IV
Boca Raton, Florida 33486
- (*9) One :Number of Initial Directors. ¶V
(*10) 750 Shares :Number of Authorized Shares. ¶VI
- (*11) \$10.00 Par Value :Par Value or no Par Value. ¶VI
- (*12) Common :Class of Shares. ¶VI
- (*13) Douglas F. Martin :Name(s) and address(es)
875 Meadows Road, Suite 312 of each Incorporator. ¶VII
Boca Raton, Florida 33486
- (*14) Douglas F. Martin :Name(s) and address(es)
875 Meadows Road, Suite 312 of each Member of the
Boca Raton, Florida 33486 Initial Board of Directors. ¶VII
- (*15) --- :Preemptive Rights. ¶X
(*16) --- :Cumulative Voting. ¶X
(*17) --- :Special Provisions. ¶XII

(*7) Douglas F. Martin
Acceptance by Registered Agent ¶XI

Douglas F. Martin
Incorporator

Incorporator

Incorporator

Incorporator

Date: March 10, 1995
Articles Executed

FILED ARTICLES OF INCORPORATION
MAR 23 11 0 20

ARTICLE I - EXECUTION: The undersigned Incorporator(s) hereby execute(s) these Articles of Incorporation in order to organize and incorporate a business for profit, under the Corporate name (*1) and at the principal office address (*2) and having its mailing address (*3) as stated in Article XIII.

ARTICLE II - PURPOSE AND OBJECT: The Corporation is formed, pursuant to the specific Law (*4) and for the purpose(s) or object(s) (*5) as stated in Article XIII. The Corporation may engage in the stated business or specific profession and in any other transaction or business, permitted under the laws of the United States and of this State.

ARTICLE III - DURATION: The duration of this Corporation shall be perpetual. Corporate existence shall commence (*6) as stated in Article XIII, provided that all of the requirements of the law are met. However, Corporate existence shall not begin sooner than 5 days prior to filing with the Secretary of State.

ARTICLE IV - REGISTERED OFFICE - AGENT: The name of the Registered Agent (*7) and the street address of the Registered Office (*8) are stated in Article XIII.

ARTICLE V - NUMBER OF DIRECTORS: The number of Directors constituting the initial Board of Directors, (*9) if any, is stated in Article XIII. The number of Members of the Board of Directors, if any, shall be determined, from time to time, by the By-Laws.

ARTICLE VI - SHARES: The number of authorized shares (*10), whether such shares shall be Par Value, no Par Value, or Stated Value (*11), and class of shares (*12), are stated in Article XIII.

ARTICLE VII - INCORPORATORS AND DIRECTORS: The name and address of each Incorporator (*13) and the name and address of each Member of the initial Board of Directors (*14) are stated in Article XIII.

ARTICLE VIII - BROADEST POWERS; INCORPORATION BY REFERENCE: The Corporation shall have the broadest powers to do any and all things necessary, suitable, convenient, or proper for the accomplishment of any of the Purposes or the attainment of any of the Objects enumerated, or which, at any time, appear conducive or expedient for the protection or benefit of the Corporation either as holder of, or as to its interest in, any property or otherwise, with all the powers now or hereafter conferred by the laws of this State, upon Corporations incorporated hereunder.

ARTICLE IX - INDEMNIFICATION: The Corporation shall Indemnify and hold harmless, any Party to a threatened, pending or completed action, suit, or proceeding, arising out of contract and/or tort (and with respect to criminal action or proceeding, if the Party had no reasonable cause to believe his or her conduct was unlawful), other than an action by, or in the right of, the Corporation, because he or she is or was a Director or Executive Officer thereof, against expenses (including attorneys' fees), judgments and amounts paid in settlement, actually and reasonably incurred in connection therewith, including appeals thereof, if he or she acted in good faith and in a manner, he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation. Such amounts shall be advanced by the Corporation according to Law prior to final resolution or judgment.

ARTICLE X - GENERAL: The Shareholders shall not have a preemptive right to acquire unissued shares of the Corporation or securities that are convertible into, or carry a right to subscribe to or acquire shares, unless otherwise stated (*15) in Article XIII. Cumulative voting shall not be permitted, unless otherwise stated (*16) in Article XIII.

ARTICLE XI - ACCEPTANCE BY REGISTERED AGENT: The Party named as Registered Agent (whether Individual or Corporation) (*7) which is stated in Article XIII agrees: to act as the initial Registered Agent at the Registered Office, and as such, to accept Service of Process; to keep the Registered Office open during reasonable business hours; to maintain the name(s) and address(es) of any other Officer(s) of the Corporation who are authorized by Law to accept Service of Process; and to comply with the provisions of all statutes relating to the proper and complete performance of the duties as Registered Agent by signing these Articles of Incorporation as evidence of his or her familiarity with and acceptance of the obligations and duties of the position as Registered Agent.

ARTICLE XII - SPECIAL PROVISIONS: Special Provisions, if any, are stated at (*17) in Article XIII.