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TALLAHASSEE, FL 32301-2607  
800-342-8086  
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PRESTON HALL  
LEGAL & FINANCIAL SERVICES

AUTHORIZATION

COST LIMIT : \$70.00

*Patricia Pzyt*

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96 JUN 17 AM 11:15  
DIVISION OF CORPORATION

ORDER DATE : June 14, 1996

ORDER TIME : 9:57 AM

ORDER NO. : 988889

CUSTOMER NO: 4339710

CUSTOMER:

JOHN M. GROSS, ESQ.

300001863833

51 East 42nd Street  
Suite #1601  
New York, NY 10017

DOMESTIC FILING

NAME: ROCKNOCKER MUSIC COMPANY

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

*DL*  
*6/17/96*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUN 17 PM 12:52

96 JUN 17 11:02

ARTICLES OF INCORPORATION  
OF  
ROCKNOCKER MUSIC COMPANY

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is Rocknocker Music Company.

SECOND: The address of the principal office of the corporation and the mailing address of the corporation is c/o John M. Gross, Esq., 51 East 42nd Street, Suite 1601, New York, New York 10017.

THIRD: The number of shares of stock which the corporation is authorized to issue is one thousand (1000) shares, all of which are without par value and are of the same class and are to be common shares.

FOURTH: The street address of the initial registered office of the corporation in the state of Florida is c/o Corporation Service Company, 1201 Hayes Street, Tallahassee, Florida 32301. The name of the initial registered agent of the corporation at the registered office is Corporation Service Company. The written acceptance of the said initial registered agent, as required in Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the mailing address of the incorporator is as follows: John M. Gross, Esq, 51 E. 42nd Street, Suite 1601, New York, NY 10017.

SIXTH: The nature of the business and the purposes to be conducted and promoted by the corporation, which shall be in addition to the authority of the corporation to conduct any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, are as follows:

To apply for, register, obtain, purchase, lease, take licenses in respect of or otherwise acquire, and to hold, own, use, operate develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and to introduce, sell, assign, mortgage, pledge or otherwise dispose of, and, in any manner deal with and contract with reference to:

(a) inventions, devices, formulae, processes, and any improvements and modifications thereof;

(b) copyrights, patent rights, designs and similar rights, trademarks, trade names, trade symbols, and other indications of origin and ownership granted by or recognized under the laws of the United States of America, the District of Columbia, any state or subdivision thereof, and any commonwealth, territory, possession, dependency, colony, agency or instrumentality of the United States of America and of any foreign country, and all rights connected therewith or appertaining thereunto;

(c) franchises, licenses, grants and concessions.

To make, enter into, perform, and carry out contracts of every kind and description with any person, firm, association, corporation or government or agency or instrumentality thereof.

To acquire by purchase, exchange or otherwise, all, or any part of, or any interest in, the properties, assets, business, and good will of any one or more persons, firms, associations, or corporations heretofore or hereafter engaged in any business of which a corporation may now or hereafter be organized under the laws of the State of Florida; to pay for the same in cash, property, or its own or other securities; to hold, operate, reorganize, liquidate, sell, or in any manner dispose of the whole or any part thereof; and in connection therewith, to assume or guarantee performance of any liabilities, obligations, or contracts of such persons, firms, associations, or corporations, and to conduct the whole or any part of any business thus acquired.

To conduct its business, promote its purposes, and carry on its operations in any and all of its branches and maintain offices both within and without the State of Florida, in any and all states of the United States of America, in the District of Columbia, and in any or all commonwealths, territories, dependencies, colonies, possessions, agencies, or instrumentalities of the United States of America and of foreign governments.

The foregoing provisions of this Article SIXTH shall be construed both as purposes and powers and each as an independent purpose and power. The foregoing enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the purposes and powers of the corporation, and the purposes and powers herein specified shall be in no ways limited or restricted by reference to, or inference from, the terms of any provision of this or any other Article of these Articles of Incorporation; provided, that the corporation shall not conduct any business, promote any purpose, or exercise any power or privilege within or without the State of Florida which, under the laws thereof, the corporation may not lawfully conduct, promote, or exercise.

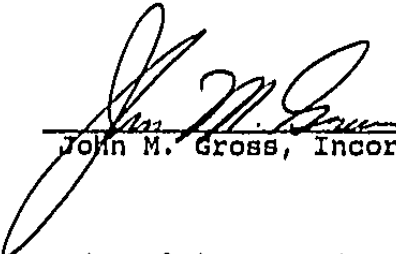
SEVENTH: Each share of stock of the corporation shall entitle the holder thereof to a preemptive right, for period of thirty days, to subscribe for, purchase or otherwise acquire any shares of stock of the same class of the corporation or any equity and/or voting shares of stock of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of stock of the same class of the corporation or for the purchase of any shares of stock, bonds, securities, or obligations of the corporation which are convertible onto or exchangeable for, or which carry any rights to subscribe for, purchase or otherwise acquire shares of stock of the same class of the corporation or equity and/or voting shares of stock of any class of the corporation, whether now or hereafter authorized or created, whether having unissued or treasury status, and whether the proposed issue, reissue, transfer or grant is for cash, property or any other lawful consideration; and after the expiration of said thirty days, any and all such shares of stock, rights, options, bonds, securities or obligations of the corporation may be issued, reissued, transferred, or granted by the board of Directors, as the case may be, to such persons, firms, corporations, and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares of stock which confer unlimited dividend rights and shares of stock which confer unlimited voting rights in the election of one or more directors.

EIGHTH: The corporation is to have perpetual existence.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified

may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Signed on June 13, 1996

  
\_\_\_\_\_  
John M. Gross, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

CORPORATION SERVICE COMPANY

By:   
\_\_\_\_\_  
Asst VP

Date: June 14, 1996

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SECRETARY OF STATE  
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