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JOE L. SHARIT
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M. LANCE HOLDEN
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*BOARD CERTIFIED CIVIL TRIAL LAWYER
BY THE FLORIDA BAR
ADMITTED IN FLORIDA AND COLORADO

June 4, 1997

Honorable Sandra B. Mortham
Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314

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-06/23/97--01121-001
****122.50 ****122.50

RE: SUNKISSED RECORDS, INC.

Dear Mrs. Mortham:

Enclosed herewith for filing are Articles of Incorporation and Resident Agent form .
for the above-captioned corporation. A copy of the Articles is also enclosed to be certified
and returned to this office by return mail.

Our firm check in the amount of \$122.50 is enclosed to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy	52.50
Resident Agent Form	<u>35.00</u>
Total.....	\$122.50

Thank you for your kind cooperation in this regard.

Very truly yours,


CHARLES R. CHILTON

CRC/trp
Enclosures

cc: William T. Hamel

FILED
97 JUN 23 AM 8:32
TALLAHASSEE, FLORIDA

bm 6/25/97

ARTICLES OF INCORPORATION
OF
SUNKISSED RECORDS, INC.

97 JUN 23 AM 8:32
FILED
SECRETARY OF STATE, FLORIDA
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:

SUNKISSED RECORDS, INC.

The principal place of business and mailing address of this corporation shall be 227 North Magnolia Street, Suite 211-B, Orlando, Florida 32801.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having \$1.00 par value per share.

ARTICLE IV - REGISTERED AGENT

The street address of the initial registered office of this corporation is 227 North Magnolia Street, Suite 211-B, Orlando, Florida 32801, and the name of the initial registered agent of this corporation at that address is WILLIAM T. HAMEL

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of

Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one (1) Director, initially. The number of Directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The names and addresses of the initial members of the Board of Directors are:

WILLIAM T. HAMEL
208 Lake Link Drive
Winter Haven, Florida 33884

ARTICLE VII - OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

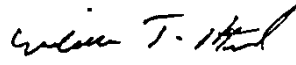
WILLIAM T. HAMEL	208 Lake Link Drive
President, Secretary, Director	Winter Haven, Florida 33884

ARTICLE VIII - INCORPORATOR

The original Incorporator of this Corporation may sell, exchange, assign or transfer all of the stock subscribed for in these Articles of Incorporation, and deliver these Articles of Incorporation, together with the good will and corporate franchises of this corporation to the transferees or assignees; and in such event, the office and term for each Director(s) designated in this certificate to be held or exercised as originally named shall thereupon expire and a new election shall be called and held by the transferees for the election of new director(s) to hold office until their successors are elected and qualify thereafter in due course from time to time. The name and street address of the incorporator to these Articles of Incorporation is:

WILLIAM T. HAMEL
208 Lake Link Drive
Winter Haven, Florida 33884

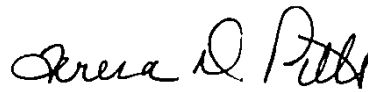
IN WITNESS WHEREOF, the incorporator has hereunto set his hand and seal and acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 4th day of June, 1997.



WILLIAM T. HAMEL

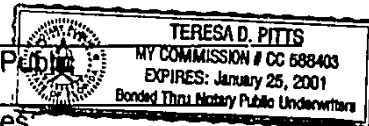
STATE OF FLORIDA
COUNTY OF POLK

The foregoing was acknowledged before me by WILLIAM T. HAMEL, who is personally known to me and who did not take an oath this 4th day of June, 1997.



Notary Public

Print Name of Notary Public _____
Commission No. _____
My Commission expires: _____



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is

SUNKISSED RECORDS, INC.

2. The name and address of the registered agent and office is:

WILLIAM T. HAMEL
227 North Magnolia Street, Suite 211-B
Orlando, Florida 32801

FILED
97 JUN 23 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

Signature: 
WILLIAM T. HAMEL

Date: June 4, 1997