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June 3, 1999

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-06/04/99--01077--004
*****78.75 *****78.75

Re: Full Sail Live, Inc.

Dear Sir/Madam:

Enclosed for filing are two duplicate original Articles of Incorporation for Full Sail Live, Inc. Also enclosed is our check for the filing fee and a certified copy. Please return the certified copy to the address listed above.

Thanks for your attention to this matter. Please call if you have any questions.

Yours very truly,

Lori Ann Linn, Legal Assistant to
Edward E. Haddock, Jr.

EEH/lal

Enclosures

FILED
'99 JUN -4 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
FULL SAIL LIVE, INC.**

FILED
99 JUN -4 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges and files with the Secretary of State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I
Name

The name of this corporation is **FULL SAIL LIVE, INC.**, and its address is 3260 University Blvd., Suite 210, Winter Park, Florida 32792.

ARTICLE II
Existence of Corporation

This corporation shall begin existence on the date of the filing of these Articles with the Secretary of State, Department of Corporations for the State of Florida and shall have perpetual existence.

ARTICLE III
Purpose

This corporation may engage in the transaction of any lawful business for which corporations may be incorporated under the laws of the State of Florida and shall have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE IV
Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 1,000 shares having a par value of \$.01 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-accessible.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V
Initial Registered Office and Registered Agent

The street address of the corporation's initial registered office is 3260 University Blvd., Suite 210, Winter Park, Florida 32792, and the name of the corporation's registered agent is

Edward E. Haddock, Jr. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE VI
Indemnification

This corporation shall indemnify any Office or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE VII
Amendment of Articles

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE VIII
Incorporator

The name and address of the incorporator of this corporation is as follows:

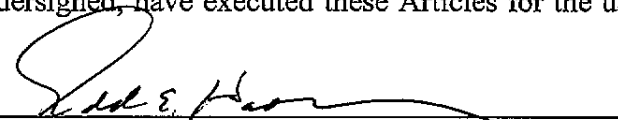
Name

Address

Edward E. Haddock, Jr.

3260 University Blvd., Suite 210
Winter Park, Florida 32792

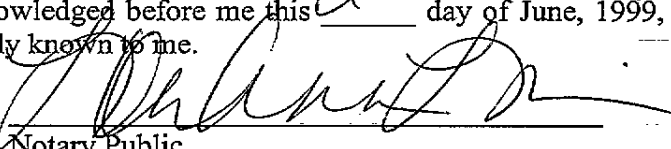
IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.



Edward E. Haddock, Jr.

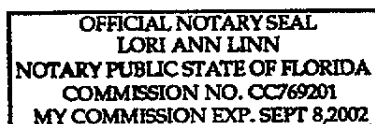
STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 2ND day of June, 1999, by Edward E. Haddock, Jr., who is personally known to me.



Notary Public

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN FLORIDA AND
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

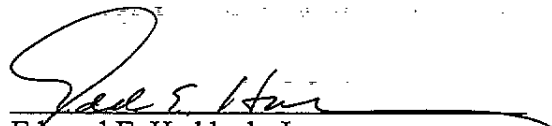
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TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 607.0505, Florida Statutes, the following is submitted: FULL SAIL LIVE, INC. (the "Corporation"), desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated Edward E. Haddock, Jr., as its Registered Agent to accept service of process within the State of Florida with its registered office located at 3260 University Blvd., Suite 210, Winter Park, Florida 32792.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 2ND day of June, 1999.


Edward E. Haddock, Jr.