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**CSC networks**  
PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

96 DEC 16 AM 10:06

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 184229 7100411

AUTHORIZATION :

*Patricia Piggott*

COST LIMIT : \$ 70.00

ORDER DATE : December 11, 1996

ORDER TIME : 3:05 PM

ORDER NO. : 184229-005

CUSTOMER NO: 7100411

CUSTOMER: Leonard J. Charney, Esq  
LEONARD CHARNEY, ESQ

500002029365--5

11 East 44th Street  
Ninth Floor  
New York, NY 10017

DOMESTIC FILING

NAME: SEVEN NATIONS, INC.

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: Victoria L. Perez

EXAMINER'S INITIALS:

RECEIVED  
5 DEC 16 AM 8:24  
TION OF CORPORATION

*12/16/96*

ARTICLES OF INCORPORATION  
OF  
SEVEN NATIONS, INC.

FILED  
96 DEC 16 AM 10:06  
SECRETARY OF STATE  
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:

SEVEN NATIONS, INC.

The address of the principal office of this corporation shall be 1014 Garden Circle, Winter Garden, Florida 34787 and the mailing address of the corporation shall be the same.

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. In addition, the corporation may transact any lawful business activities in the entertainment industry, including merchandise licensing, but specifically excluding activities in the music publishing industry.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

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 four Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Kirk McCleod Dir.	1014 Garden Circle Winter Garden, Florida 34787
Neil Anderson Dir.	1104 Seminole Drive West Columbia, South Carolina 29169
Jim Struble Dir.	141-5 Thorne Lane Newark, Delaware 19711
Nick Watson Dir.	141-5 Thorne Lane Newark, Delaware 19711

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of  
Corporation Service Company, has hereunto set their hand  
and seal of Corporation Service Company on December 11, 1996.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware  
corporation authorized to transact business in this  
State, having a business office identical with the  
registered office of the corporation named above, and  
having been designated as the Registered Agent in the  
above and foregoing Articles, is familiar with and  
accepts the obligations of the position of Registered  
Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper

JSK/vlp

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96 DEC 19 AM 10:06  
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