

JOHN LEE BREWERTON, III, P.A.

COUNSELORS AT LAW

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NOI 000008637
December 6, 2001

VIA FEDERAL EXPRESS

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

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-12/07/01--01049--013
*****80.75 *****80.75

Re: The Lyrics For Life Foundation, Inc.; Articles of Incorporation

Dear Madam or Sir:

Enclosed herewith please find the original executed Articles of Incorporation for the above-captioned not-for-profit corporation. Also enclosed is our firm's check number 3765, payable to the Florida Department of State in the amount of \$80.75.

Please file these Articles upon your receipt, and return a certified copy to me as soon as possible in the enclosed self-addressed Federal Express envelope.

Thank you in advance for your assistance in this matter. If you have any questions, please do not hesitate to call me.

With best regards, I am

Very truly yours,

JOHN L. BREWERTON, III, P.A.

By: *Dana M. Hamlin*
Dana M. Hamlin, Paralegal

FILED
01 DEC -7 PM 12:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

*7:00
12/10/01: L message re: manner*

Encl.

ARTICLES OF INCORPORATION OF
THE LYRICS FOR LIFE FOUNDATION, INC.
(A Florida Not-For-Profit Corporation)

FILED
01 DEC -7 PM 12:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

WHEREAS, the Lyrics for Life Foundation, Inc. ("Corporation") is a Florida not-for-profit corporation formed on or about December 6th, 2001 for the general purpose of raising funds to be distributed solely to organizations that qualify as tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") that specialize in either (i) funding research to eradicate serious illnesses (such as cancer), focusing their efforts on child diseases, and/or (ii) aiding victims of such serious illnesses, once again focusing on primarily children and their families (collectively, the "Charitable Organizations");

WHEREAS, the Corporation shall seek to raise funds and motivate participation through musical concerts and events, primarily involving national recording artists;

WHEREAS, the Corporation anticipates receiving substantial monetary, in-kind and other donations and contributions ("Contributions") for the purpose of distributing the same to the Charitable Organizations;

WHEREAS, the Corporation deems it in the best interests of the Corporation and the Charitable Organizations which are beneficiaries thereof, to form this Corporation to receive, manage, invest and distribute for purposes designated by the Corporation the contributions made to or for the benefit of the Corporation and the Charitable Organizations; and

NOW, THEREFORE, in accordance with Florida Statutes Section 617.01201, *et. seq.* the Corporation hereby states its Articles of Incorporation in their entirety as follows:

ARTICLE I
NAME

The Name of this Corporation is "Lyrics for Life Foundation, Inc.," organized under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as a non-profit corporation.

ARTICLE II
DURATION OF EXISTENCE

The Corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III
OBJECT AND PURPOSE

This Corporation is organized exclusively for charitable purposes, including for such purposes, fundraising and distributing those funds to organizations that qualify as exempt organizations under Code Section 501(c)(3) or corresponding section of any future Internal Revenue Code of the United States. The general object and purpose of the Corporation is to receive, manage, utilize, invest Contributions made to or for the benefit of the Corporation and to distribute said Contributions to the Charitable Organizations qualified under Section 501(c)(3) of the Code.

ARTICLE IV
POWERS

The Corporation is organized for the purpose of transacting any or all lawful business in order to accomplish the purposes hereof as provided and set forth in Article III above, and shall have all powers conferred upon a non-profit corporation by the laws of the State of Florida, except as prohibited herein or under the Code.

ARTICLE V
MEMBERSHIP AND MANNER OF ADMISSION

The Corporation does not and shall not have members as of the date hereof; *provided, however,* that if at any time in the future the Board of Directors of the Corporation deems it to be in the best interests of the Corporation to admit members, then members may be admitted upon the terms, conditions and procedures deemed appropriate by the Board of Directors and evidenced by amendment to the Bylaws of the Corporation, assuming such is not prohibited by the Code.

ARTICLE VI
PRINCIPAL OFFICE/REGISTERED OFFICE AND REGISTERED AGENT

The principal office of the Corporation is located at 4460 SW 35th Terrace, Suite 309, Gainesville, Florida 32608. The name of the Corporation's registered agent is John Lee Brewerton, III, P.A. and the street address of such registered agent is 250 North Orange Avenue, Penthouse Suite, Orlando, Florida 32801.

ARTICLE VII
INCORPORATOR/BOARD OF DIRECTORS

Section 1. The name and address of the incorporator of the Corporation is as follows:
John Lee Brewerton, III, P.A., located at 250 North Orange Avenue, Penthouse Suite, Orlando,
Florida 32801.

Section 2. The affairs of this Corporation shall be managed and governed by the Board of Directors. The Corporation shall have not less than three (3) nor more than eleven (11) directors. The directors shall be selected in accordance with the Bylaws. The number of directors of the Corporation may be determined from time to time in accordance with the Bylaws. The initial members of the Board of Directors and their corresponding addresses are as follows:

Ken Block - 4460 SW 35th Terrace, Ste 309, Gainesville, FL 32608

Sheay Noel - 4460 SW 35th Terrace, Ste 309, Gainesville, FL 32608

Tim Bogle - 4460 SW 35th Terrace, Ste 309, Gainesville, FL 32608

Section 3. The Board of Directors shall elect a Chairman to preside over all Board matters and a Vice-Chairman to act in the Chairman's stead upon his or her absence. The Board Chairman and Vice Chairman shall be duly constituted as President and Vice President, respectively.

ARTICLE VIII
OFFICERS

The Officers of the Corporation shall include a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as may be deemed from time to time in the best interests of the Corporation by its Board of Directors. The manner of election and terms of the Officers shall be as provided in the Bylaws. Officers shall serve at the pleasure and discretion of the Board of Directors.

ARTICLE IX
BYLAWS

The Board of Directors shall have the power to adopt, amend and/or restate Bylaws consistent with these Articles of Incorporation and the Bylaws of the Corporation.

ARTICLE X
INDEMNIFICATION OF OFFICERS

Section 1. Subject to the provisions of the following section, the Corporation hereby agrees to indemnify any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(a) Whether civil, criminal, administrative or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director or officer of the Corporation, or in his capacity as director, officer, employee

or agent of any other Corporation, partnership, joint venture, trust or other enterprise which he or she served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction, or upon the plea of *nolo contendere* or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interest of the Corporation or that he or she had reasonable grounds for belief that such action was unlawful.

(b) By or in the right of the Corporation to procure a judgment in its favor by reason of his or her being or having been a director or officer of the Corporation, or by reason of his or her being or having been a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him or her as a result of such action, suit or proceeding or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct unless the court, administrative agency or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication

of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

Section 2. The Board of Directors shall determine whether amounts for which a director or officer seeks indemnification were properly incurred and whether such director or officer acted in good faith and in a manner he or she reasonably believed to be in the best interests of the Corporation, and whether, with respect to any criminal action or proceeding, he or she had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum of directors who were not parties to such action, suit or proceeding.

Section 3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify any officer or director to the greatest extent allowed under applicable Florida law, the authority for which the Corporation shall have.

ARTICLE XII
NON-PROFIT STATUS AND DISSOLUTION

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Article III hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not

participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to candidate for public office.

Section 2. The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

Section 3. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

Section 4. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

Section 5. The Corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Code.

Section 6. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

Section 7. Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by:

(a) an organization exempt from federal income tax under Section 501(c)(3) of the Code; or

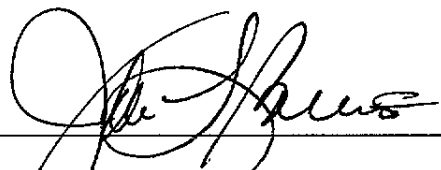
- (b) an organization contributions to which are deductible under Section 170(c)(2) of the Code.

Section 8. Upon dissolution of the Corporation, assets shall be distributed for one or more charitable and tax-exempt purposes within the meaning of Section 501(c)(3) of the Code. Any such assets not disposed of within twenty four (24) months after dissolution of the Corporation shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned incorporator of the Corporation has hereunto set his hand on behalf of the Corporation effective as of this 6th day of December, 2001.

JOHN LEE BREWERTON, III, P.A., INCORPORATOR

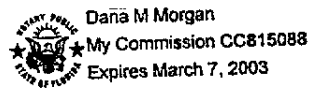
By: _____


John L. Brewerton, III, President

SWORN TO AND SUBSCRIBED before me this 6th day of December, 2001, by John L. Brewerton, III, as the President of John Lee Brewerton, III, P.A., the incorporator of Lyrics For Life Foundation, Inc., a Florida non-profit corporation, who is personally known to me or produced _____ as identification.

Dana M. Morgan
Name: Dana M. Morgan
Commission No. CC815088

[NOTARY SEAL]



**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT**

FILED
01 DEC -7 PM 12:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the following is submitted:

That LYRICS FOR LIFE FOUNDATION, INC., desiring to organize under the laws of the State of Florida as a non-profit corporation with its initial registered office, as indicated in the Articles of Incorporation, 4460 SW 35th Terrace, Suite 309, Gainesville, Florida 32608, and has named JOHN LEE BREWERTON, III, P.A. located at 250 North Orange Avenue, Penthouse Suite, Orlando, Florida 32801 as its registered agent to accept service of process and perform such other duties as are required within this State at such address.

ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for the Corporation named above, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that 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.

JOHN LEE BREWERTON, III, P.A.

By: _____

John L. Brewerton, III, President