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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 1, 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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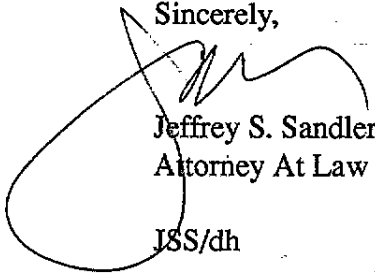
RE: Florida Music Hall of Fame, Inc.

Dear Department of Corporations:

Enclosed is an original and two copies of the Articles of Incorporation of the above-named corporation. Please also find remittance in the amount of \$87.50 for filing fees, certificate of status and certified copy.

Thank you for your attention to this matter.

Sincerely,


Jeffrey S. Sandler
Attorney At Law

JSS/dh

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ARTICLES OF INCORPORATION
OF
FLORIDA MUSIC HALL OF FAME, INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is FLORIDA MUSIC HALL OF FAME, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is: 405 Arlington Avenue West, Oldsmar FL 34677.

ARTICLE III - PURPOSE

The specific purposes for which the corporation is organized are: the development, funding, construction and operation of the Florida Music Hall of Fame, including all affiliated and associated necessary activities.

ARTICLE IV - MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is by appointment of the initial directors, who shall be the initial Board of Directors of this corporation and serve thereafter as the Executive Board of the corporation. In the event any initial director shall become unwilling or unable to serve as a member of the Executive Board of the corporation, the remaining mem-

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bers of the Executive Board shall appoint a member of the Board of Directors to serve on the Executive Board of the corporation.

ARTICLE V – INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

Kevin O. Gartland
405 Arlington Avenue West
Oldsmar, FL 34677

ARTICLE VI – INCORPORATORS

The names and addresses of the persons signing these Articles are:

<u>NAME</u>	<u>ADDRESS</u>
KEVIN O. GARTLAND	405 ARLINGTON AVENUE WEST OLDSMAR, FL 34677
JEFFREY S. SANDLER	303 NATIONAL ORANGE AVENUE OLDSMAR, FL 34677
KATHY SHORT RABON	107 PARK STREET SAFETY HARBOR, FL 34695

ARTICLE VII – BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Executive Board of the corporation, acting after recommendation of the Board of Directors.

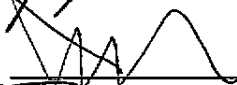
ARTICLE VIII – AMENDMENT

This Executive Board of the Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 1st day of October, 1999.



KEVIN O. GARTLAND



JEFFREY S. SANDLER



KATHY SHORT RABON

ACCEPTANCE OF REGISTERED AGENT

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.



KEVIN O. GARTLAND

10-1-99
DATE

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TALLAHASSEE, FLORIDA

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