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LAW OFFICES OF  
*Greenspoon Marder Hirschfeld Rafkin Ross & Berger*  
PROFESSIONAL ASSOCIATION

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Reply to: Orlando

February 25, 2000

VIA US MAIL

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

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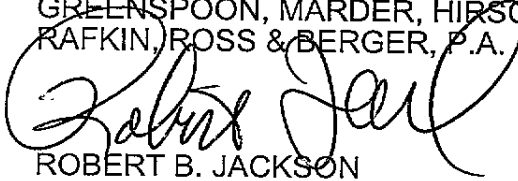
Re: Articles of Incorporation for Next Level Records, Inc.

To Whom It May Concern:

Enclosed please find original executed Articles of Incorporation for Next Level Records, Inc. as well as a check in the amount of Seventy Eight and 75/100 Dollars (\$78.75). Upon processing said Articles of Incorporation, please forward the certified copy of the Articles and the Certificate of Filing the undersigned at the Orlando office of this law firm, 135 W. Central Blvd., Suite 1100, Orlando, FL 32801.

Should you have any questions or concerns, please do not hesitate to contact me. Your anticipated cooperation is greatly appreciated.

Very truly yours,  
GREENSPOON, MARDER, HIRSCHFELD,  
RAFKIN, ROSS & BERGER, P.A.

  
ROBERT B. JACKSON  
FOR THE FIRM

RBj/jdm  
Enclosures

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00 FEB 28 AM 9:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Also admitted in New York
2. Also admitted in Wisconsin
3. Also admitted in Texas
4. Also admitted in Colorado

gx  
3/7

**ARTICLES OF INCORPORATION**

**OF**

**NEXT LEVEL RECORDS, INC.**

I, the undersigned, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, do hereby make, subscribe, acknowledge and file the following Articles of Incorporation:

**ARTICLE I**  
**NAME**

The name of the Corporation shall be:

**NEXT LEVEL RECORDS, INC.**

**ARTICLE II**  
**TERM OF EXISTENCE**

This Corporation shall exist perpetually or until dissolved by due process of law.

**ARTICLE III**  
**PURPOSE**

This corporation is organized for the general purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**  
**CAPITAL STOCK**

This Corporation is authorized to issue par value common stock as described below, and none other:

Maximum Number of Shares: 1000

Par Value Per Share: \$1.00

The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent at least to the full par value of the stock so to be issued. Such consideration may be in the form of cash, real property, tangible

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

personal property, intangible personal property, labor or services rendered, other than future services, or any combination of the foregoing.

Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the Shareholders. No holder of common stock of this Corporation shall be entitled to any right of cumulative voting.

#### **ARTICLE V** **PREEMPTIVE RIGHTS**

The Corporation may provide for preemptive rights of stockholders pursuant to provisions of its By-laws, but no preemptive rights shall exist unless specifically approved for inclusion in the By-laws.

#### **ARTICLE VI** **INITIAL REGISTERED OFFICE AND AGENT**

The initial street address of the registered office of this Corporation in the State of Florida shall be:

135 W. Central Blvd., Suite 1100  
Orlando, FL 32801

The Corporation may also maintain its principal office and branch offices at such places and in such states and foreign countries as the Board of Directors may from time to time by resolution provide.

The name of the initial Registered Agent of this Corporation at the aforementioned address is:

Robert B. Jackson, Esquire

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

The business of this Corporation shall be conducted by a Board of Directors of not less than one (1) person. The Board of Directors shall be elected at the annual meeting of the stockholders of this Corporation, which meeting shall be held at such time as provided by the By-Laws. They shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided by the By-Laws.

The name and street address of the initial Director who shall hold office and conduct the affairs of the corporation until his successors are elected or appointed is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jennifer Benscher	5615 Isleworth Country Club Drive Windermere, FL 34786
Jeffrey Pringle	2817 W. End Avenue, Suite 126 Box 402, Nashville, TN 37203

**ARTICLES VIII**  
**INCORPORATOR**

The name and address of the individual signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Robert B. Jackson, Esquire	135 W. Central Blvd., Suite 1100 Orlando, FL 32801

**ARTICLE IX**  
**CORPORATE ADDRESS**

The address of the Corporation shall be:

5615 Isleworth Country Club Drive  
Windermere, FL 34786

**ARTICLE IX**  
**MISCELLANEOUS**

1. No contract or other transaction between this Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this Corporation is or are interested in, or is a director or officer of such other corporation.

2. Upon election of the Board of Directors by the stockholders, such Board shall manage the business and affairs of the corporation, without the need of further authorization from the stockholders, except as provided by law, or otherwise herein.

3. The initial By-Laws of this Corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the Shareholders or the Directors. The Shareholders may amend, alter, or repeal any By-Law adopted by the Directors. The Directors may not alter, amend or repeal any By-Law adopted by the Shareholders, nor may the Directors adopt By-Laws which would be in conflict with the By-Laws adopted by the Shareholders.

4. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon Stockholders herein are granted subject to that reservation.

5. Any Incorporator or Shareholder present at any meeting, either in person or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

6. The Corporation shall indemnify all Officers and Directors of the Corporation to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 25<sup>th</sup> day of February, 2000.

  
ROBERT B. JACKSON, ESQUIRE

STATE OF FLORIDA     )  
                                      )  
COUNTY OF ORANGE    )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, appeared ROBERT B. JACKSON, ESQUIRE, personally known to me, and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed said Articles of Incorporation.

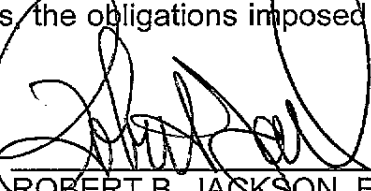
IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this 25<sup>th</sup> day of February, 2000.

LEE S. KUSAK  
Notary Public, State of Florida  
My comm. expires May 30, 2000  
No. CC558585  
Bonded Thru: Official Notary Service  
1 (800) 723-0121

  
NOTARY PUBLIC, State of Florida

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

The undersigned, ROBERT B. JACKSON, ESQUIRE, appointed registered agent in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with and accepts the obligations imposed pursuant to the provisions of Chapter 607, Florida Statutes.

  
ROBERT B. JACKSON, ESQUIRE  
"Registered Agent"