

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO000000413832

Nue Sound Entertainment, Inc

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*****78.75 *****78.75

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RECEIVED

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

T. SMITH MAY 02 2000

Signature

Requested by: LS

5/2/00

9:37

Name

Date

Time

Walk-In

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

NUE SOUND ENTERTAINMENT, INC.

We, the undersigned, for the purpose of becoming a Corporation for profit under the laws of the State of Florida, adopt the following Articles of Incorporation:

ARTICLE I

NAME: The name of the Corporation shall be:

NUE SOUND ENTERTAINMENT, INC.

ARTICLE II

ADDRESS: The initial post office address of the principal office of the Corporation in the State of Florida shall be 714 W. Amelia Street, Orlando, FL 32805. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE III

NATURE OF BUSINESS: The general nature of the business to be conducted by said Corporation shall be and is as follows:

(a) To provide entertainment services and goods in all nature of entertainment media.

(b) To purchase or otherwise acquire, construct, manufacture, make and fabricate, and to hold, own, use, manage,

repair, improve and utilize, and to sell, pledge, hypothecate, mortgage, lease, transfer and otherwise dispose of, and to export, import, trade and deal in and with goods, wares, merchandise, and personal property of every character and description, as principal, agent or broker, and to carry on a general mercantile and commercial business in any part of the world.

(c) To acquire by subscription, purchase or otherwise, to hold for investment or resale, to mortgage, pledge, hypothecate, and to sell or otherwise dispose of, and in all ways to deal in and with, as principal or agent, and upon commission or otherwise, stocks, bonds, notes, debentures, mortgages, certificates of indebtedness, and other obligations and securities of corporations, private or public, domestic or foreign, and of municipal and governmental subdivisions, agencies and authorities, and notes, mortgages and other obligations of individuals, and investment securities and choses in action generally, with power to issue its own securities in exchange therefor to the extent permitted by the Corporation laws of the State of Florida; and to collect the interest and dividends on its holdings as well as the principal thereof; to make advances upon or for the benefit of, and to do all things equitable and proper for the protection, conservation and enhancement of value of any securities, choses in action, properties or investments

held by it; and to possess and exercise, in respect to any thereof, all the rights, powers and privileges of individual owners or holders thereof, and to exercise any and all voting power thereon with respect thereto.

(d) Without limit as to amount, to borrow money for the purposes of the Corporation, to draw, make, accept, endorse, discount, execute, issue and transfer promissory notes, debentures, bills of exchange, bonds, warrants and other negotiable or transferable instruments, and to execute, issue, sell and dispose of bonds, notes, debentures and other obligations of the Corporation from time to time for any of its objects and purposes, without or with security and, if so determined, to secure the same by mortgage, pledge, deed of trust, or otherwise.

(e) To acquire the good will, rights and property, and the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities of any person, firm, association or corporation; to pay for the said good will, rights, property and assets in cash, the stock of the corporation, bonds or otherwise, or by undertaking the whole or any part of the liabilities of the transferor; to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of the business so acquired, and to exercise all the powers

necessary or convenient in and about the conduct and management of such business.

(f) To aid by loan, subsidy, guaranty or in any other manner whatsoever, any corporation, firm, syndicate, association or individual to the extent that the Board of Directors may deem advisable to promote the business, interest and purposes of the Corporation, and any Corporation whose stocks, bonds, securities or other obligations are in any manner, either directly or indirectly, held or guaranteed by the Corporation; and to do any and all other acts or things toward the preservation, protection, improvement or enhancement in value of any stocks, bonds, securities or other obligations, and to do any or all such acts or things designed to accomplish any such purpose.

(g) To employ its surplus earnings or accumulated profits from time to time as its Board of Directors may determine, to purchase or otherwise dispose of or turn to account, as its Board of Directors may from time to time determine the stocks, bonds, debentures or other securities of this Corporation, to the extent permitted by law.

(h) To enter into, make, perform and carry out contracts for any lawful purpose pertaining to the business of the Corporation, without limit as to amount, with any person, firm, syndicate, committee, association or corporation, or municipal or governmental board, body, bureau, authority or agency, domestic

or foreign, now or hereafter to be organized.

(i) To have one or more offices and to carry on its operations and to transact its business and promote its objects and purposes within the State of Florida or elsewhere, either alone or with other companies, firms or individuals, without restriction as to place or amount, and to have, use, exercise and enjoy all the general powers of like corporation; and to do all and every act or acts, thing or things, necessary, suitable or proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers hereinabove set forth, or incidental or pertaining to or growing out of or connected with the aforesaid business or powers, or any part or parts thereof, provided the same be consistent with the laws under which this Corporation is organized.

IN GENERAL, and in connection with the foregoing, this Corporation has been organized for the purpose of conducting any and all lawful business for which corporations of a like nature may be organized under the laws of the State of Florida, it being expressly provided that the enumeration of the objects, powers and purposes hereinabove specified shall not be held to limit or restrict in any manner the objects, powers and purposes of the Corporation, and none of the clauses contained in this Article shall be in anywise limited and restricted by reference to the

terms of any other clauses, objects or purposes set forth in this Article, or in any other Article hereof, but that objects, powers and purposes specified in each of the clauses of this Article shall be regarded as independent and cumulative purposes, powers and objects.

ARTICLE IV

CAPITAL STOCK: The amount of the authorized capital stock of the Corporation, being the maximum number and the classes of shares of stock that the Corporation is authorized to have outstanding at any one time, shall be Ten Million (10,000,000.00) shares of common voting stock, having a par value of One Tenth of a Cent (\$.01) per share. All stock issued shall be fully paid and non-assessable. Any of such stock may be passed and sold in whole or fractional shares. There shall be included in the Bylaws of the Corporation provisions recognizing preemptive rights of stockholders and limitations of issue and transfer of stock in violation of rights or agreements of the stockholders. The stockholders may include in their agreements among themselves or with the Corporation limitations on the transferability and agreements for preemptive rights of purchase with reference to such stock, or any part thereof, whether issued or to be issued, or options to purchase in the event of sale or pledge of stock issued by the Corporation:

ARTICLE V

INITIAL CAPITAL: The amount of the capital with which this Corporation will begin business shall not be less than the sum of One Thousand Two Hundred (\$1,200.00) Dollars.

ARTICLE VI

EXISTENCE: The Corporation shall have perpetual existence.

ARTICLE VII

DIRECTORS: The initial number of the directors of this Corporation shall be (1) provided, however, that the number of directors may be changed from time to time to not more than (10) in accordance with the Bylaws of the Corporation as shall from time to time be in force and effect, but shall never be less than one (1).

ARTICLE VIII

INITIAL DIRECTORS: The names and post office addresses of the members of the first Board of Directors, who, subject to the provisions of the Bylaws and these Articles of Incorporation, shall hold office until the first annual meeting of the stockholders of the Corporation or until their successors are elected and have qualified, are as follows:

NAME	POST OFFICE ADDRESS
KEVIN RICKARD	P.O. Box 621581 Oviedo, FL 32765
ANTHONY MITCHELL	P.O. Box 621581 Oviedo, FL 32765

ARTICLE IX

INCORPORATORS: The name and post office address of each incorporator of these Articles of Incorporation and a statement of the number of shares of stock which each has agreed to take and the value of the consideration to be paid therefor is as follows:

NAME	ADDRESS	SHARES	CONSIDERATION
ANTHONY MITCHELL	P.O. Box 621581 Oviedo, FL 32765	100	\$400.00
KEVIN RICKARD	P.O. Box 621581 Oviedo, FL 32765	100	\$400.00
WILLIAM BOOKER	P.O. Box 621581 Oviedo, FL 32765	100	\$400.00

ARTICLE X

INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial registered office of this Corporation is 714 W. Amelia Street, Orlando, FL 32805 and the name of the initial registered agent of the Corporation at that address is ANTHONY MITCHELL.

ARTICLE XI

PREEMPTIVE RIGHTS: Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price which is offered to

others.

ARTICLE XII

INDEMNIFICATION OF OFFICERS AND DIRECTORS: The Corporation shall indemnify any officer or director, or any former officers or directors, to the full extent permitted by law.

ARTICLE XIII

CONDUCT OF AFFAIRS OF CORPORATION: In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the Corporation:

(a) Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the Bylaws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the Corporation except such as may be by statute, or by the Articles of Incorporation or amendment thereto, or by the Bylaws as constituted from time to time, expressly conferred upon or reserved upon or reserved to the stockholders.

(b) Authorized shares of the capital stock of the Corporation shall be issued only for a consideration having a value in the judgment of the Board of Directors at least equivalent to the full par value of such par value stock. Nothing herein contained shall however restrict the issuance of

any such stock by the Corporation for a consideration of more than the par value of said stock.

(c) The initial Bylaws may be adopted by the incorporators hereto. Such Bylaws may be amended, altered or repealed only by the stockholders of the Corporation by affirmative vote of the holders of a majority of the common stock outstanding and entitled to be voted. No such Bylaws shall be in conflict with the provisions of the Articles of Incorporation or of any outstanding prior agreements of the stockholders which appear of record in the minute book or other records of the Corporation.

(d) The Corporation shall have such officers as may from time to time be provided in the Bylaws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the Bylaws or as may be determined from time to time by the Board of Directors subject to the Bylaws.

(e) At all elections of directors, each holder of common stock shall be entitled to as many votes as shall equal the number of his shares of common stock multiplied by the number of directors to be elected, and he may cast all of such votes, in person or by proxy, for a single director or distribute them among the number to be voted for, or any two or more of the number to be voted, as he may see fit.

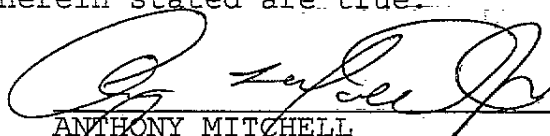

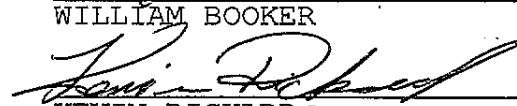
(f) No contract or other transaction between the

Corporation and any other firm, association or corporation shall be affected or invalidated by the fact that any one or more of the directors is or are interested in or is a member, director or officer, or are members, directors or officers of such other firm or corporation and any director or directors individually or jointly may be a party or parties to or may be interested in any contract or transaction of the Corporation or in which the Corporation is interested; and no contract, act or transaction of the Corporation with any person, firm, association or corporation shall be affected or invalidated by the fact that any director or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person, firm, association or corporation, and each is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be interested.

ARTICLE XIV

AMENDMENTS: The Corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law and all rights conferred upon the stockholders herein are granted subject to this reservation. Every such amendment shall be approved by the holders of at least a majority of the outstanding capital stock.

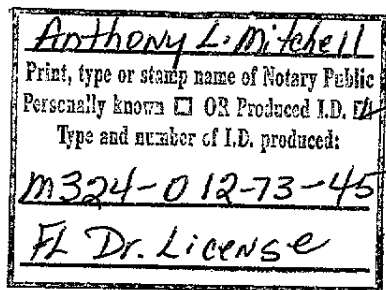
IN WITNESS WHEREOF, we, the undersigned subscribing incorporators have hereunto set our hands and seals this 24th day of April, 2000, for the purpose of forming this Corporation under the laws of the State of Florida, and we hereby make, subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.


ANTHONY MITCHELL

WILLIAM BOOKER

KEVIN RICKARD

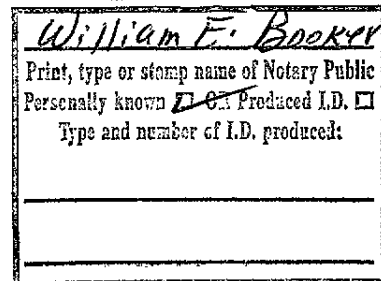
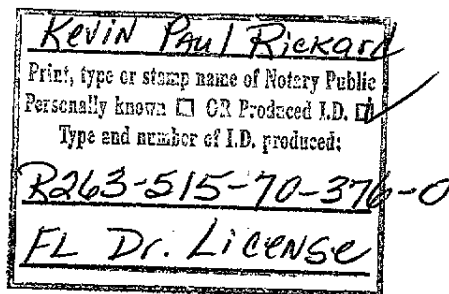
STATE OF FLORIDA
COUNTY OF Orange

Before me personally appeared this 24th day of April, 2000, KEVIN RICKARD, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he made, subscribed and acknowledged the foregoing Articles of Incorporation as his voluntary act and deed, and the facts set forth therein are true and correct.

WITNESS my hand and official seal this 24th day of April, 2000.





NOTARY PUBLIC, State of Florida, Sandra L. Byne
at Large
My Commission Expires:  MY COMMISSION # CC876795 EXPIRES October 5, 2003
BONDED THRU TROY FAIN INSURANCE, INC.



STATE OF FLORIDA
COUNTY OF Orange

Before me personally appeared this 24th day of April, 2000, ANTHONY MITCHELL, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he made, subscribed and acknowledged the foregoing Articles of Incorporation as his voluntary act and deed, and the facts set forth therein are true and correct.

WITNESS my hand and official seal this 24th day of April, 2000.


NOTARY PUBLIC, State of Florida
at Large Sandra L. Bynes
My Commission Expires:

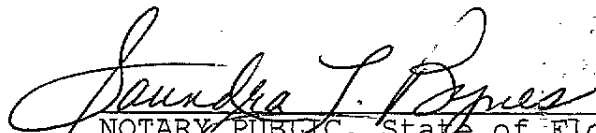


Sandra L. Bynes
MY COMMISSION # CC876795 EXPIRES
October 5, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF Orange

Before me personally appeared this 24th day of April, 2000, WILLIAM BOOKER, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he made, subscribed and acknowledged the foregoing Articles of Incorporation as his voluntary act and deed, and the facts set forth therein are true and correct.

WITNESS my hand and official seal this 24th day of April, 2000.


NOTARY PUBLIC, State of Florida
at Large Sandra L. Bynes
My Commission Expires:



Sandra L. Bynes
MY COMMISSION # CC876795 EXPIRES
October 5, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS.

The following is submitted in compliance with Chapter 607.037, Florida Statutes:

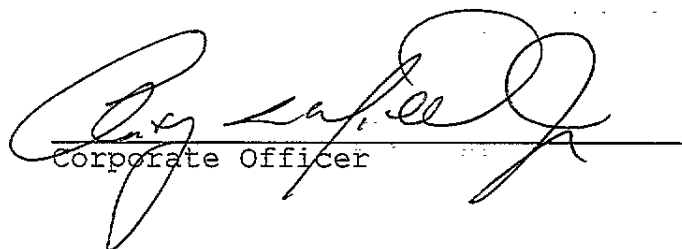
NUE SOUND ENTERTAINMENT, INC., a Corporation organized under the laws of the State of Florida with its principal office at 714 W. Amelia Street, Orlando, FL 32805 has named ANTHONY MITCHELL located at 714 W. Amelia Street, Orlando, FL 32805, as its agent to accept service of process within the State.

NEWLY ELECTED OFFICERS:

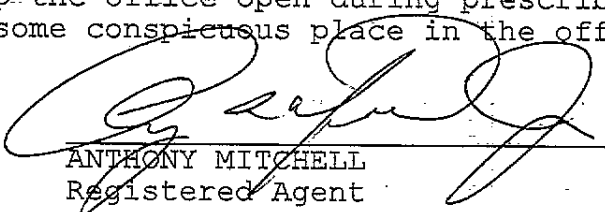
NAME & TITLE	ADDRESS
KEVIN RICKARD President	P.O. Box 621581 Oviedo, FL 32765
ANTHONY MITCHELL Vice President	P.O. Box 621581 Oviedo, FL 32765
WILLIAM BOOKER CEO	P.O. Box 621581 Oviedo, FL 32765

NEWLY APPOINTED DIRECTORS:

NAME	ADDRESS
KEVIN RICKARD	P.O. Box 621581 Oviedo, FL 32765
ANTHONY MITCHELL	P.O. Box 621581 Oviedo, FL 32765
WILLIAM BOOKER	P.O. Box 621581 Oviedo, FL 32765


Corporate Officer

I, ANTHONY MITCHELL, agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name in some conspicuous place in the office as required by law.



ANTHONY MITCHELL
Registered Agent

FILED
00 MAY -2 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA