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P. B. HOWELL, JR., P.A.
L. E. TAYLOR, P.A.
J. ROBERT DUGGAN, P.A.

June 28, 2000

EFFECTIVE DATE
7-1-00

300003310723--3
-07/03/00--01011--012
*****78.75 *****78.75

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

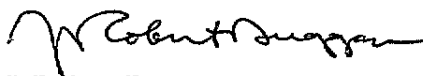
Re: **All American Sing-A-Long Entertainment, Inc.**

Dear Sir:

Please find enclosed Articles of Incorporation along with my check in the amount of \$78.75 which covers the filing fee.

Thank you for your attention to this matter.

Very truly yours,



J. Robert Duggan
Attorney at Law

JRD/kl

Enclosures

FILED
00 JUN 30 AM 11:04
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

S. Thompson JUL 05 2000

ARTICLES OF INCORPORATION
OF
ALL AMERICAN SING-A-LONG ENTERTAINMENT, INC.

EFFECTIVE DATE
7-1-00

FILED
00 JUN 30 AM 11:04
ALL AMERICAN SING-A-LONG ENTERTAINMENT, INC.

ARTICLE I. NAME

NAME: The name of this corporation is ALL AMERICAN SING-A-LONG ENTERTAINMENT, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence, commencing on the 1st day of July, 2000.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of operating a business which sells and distributes karaoke hardware and software systems and transacting any and all other lawful business in the State of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of (\$1.00) par value common stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash 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 pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The principal place of business and street address of the initial registered office of this corporation is 121 Orange Street, Leesburg, Florida 34748 and the name of the initial registered agent of this corporation at that address is GRANT P. WHITAKER.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

GRANT P. WHITAKER
2320 Taylor Road
New Smyrna Beach, Florida 32168

ANNA M. WHITAKER
2320 Taylor Road
New Smyrna Beach, Florida 32168

ARTICLE VIII. SUBSCRIBER

The names and addresses of the subscribers signing these articles are:

GRANT P. WHITAKER
2320 Taylor Road
New Smyrna Beach, Florida 32168

ANNA M. WHITAKER
2320 Taylor Road
New Smyrna Beach, Florida 32168

ARTICLE IX. POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, except this corporation shall not have the power to be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise, unless fifty-one percent (51%) of the Board of Directors of this corporation shall resolve to do so in a regular or special meeting at any time before or after the corporation has acted.

ARTICLE X. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any rights conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of incorporation on the 28th day of June, 2000.


GRANT P. WHITAKER

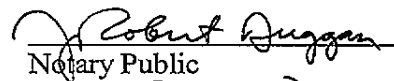
ANNA M. WHITAKER

STATE OF FLORIDA

COUNTY OF LAKE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared GRANT P. WHITAKER AND ANNA M. WHITAKER, known to me to be the persons described in and who executed the foregoing instrument, who acknowledged before me that they executed the same, that I relied upon the following form of identification of the above-named person: Personally Known.

WITNESS my hand and official seal in the County and State last aforesaid this 28th day of June, 2000.


Notary Public
J. Robert DUGGAN
Printed Name

My Commission Expires:

(SEAL)



J. Robert Duggan
MY COMMISSION # CC833177 EXPIRES
June 12, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First--That ALL AMERICAN SING-A-LONG ENTERTAINMENT, INC.
desiring to organize under the laws of the State of FLORIDA
with its principal office, as indicated in the articles of
incorporation at City of LEESBURG County
of LAKE, State of FLORIDA
has named GRANT P. WHITAKER
located at 121 Orange Street, Leesburg, Florida 34748
(Street address and number of building,
Post Office Box address not acceptable)
City of LEESBURG, County of LAKE
State of Florida, as its agent to accept service of process within
this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with
the provision of said Act relative to keeping open said office.

By 
GRANT P. WHITAKER
(Registered Agent)