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GARY-OKE'S, Inc.  
2200 Port Malabar Blvd., Ste 8  
Palm Bay, Florida 32905  
321-722-1313

August 1, 2000

Florida Dept. of State  
Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-08/10/00--01083--017  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Gentlemen:

RE: Articles of Incorporation

Enclosed please find the Articles of Incorporation for our new corporation, i.e., GARY-OKE'S, Inc. which we are filing with your offices along with our check in the amount of \$ 78.75 (filing fee). Please affix your certification to our document, assign a document number and return same to my accountants, Self Wolske CPAs' P.A. in the stamped, self addressed envelope enclosed for your convenience.

If you have any questions regarding this new corporation, please contact Bill Wolske at 407-254-6100.

Sincerely,

x *Jan Gibson*

Jan Gibson  
President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

*grs/17*

ARTICLES OF INCORPORATION  
OF  
GARY-OKE'S, INC.

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a corporation under the provisions of the Florida Statutes.

ARTICLE I

The name of this corporation is GARY-OKE'S, INC.

ARTICLE II

The corporation may engage in the business of Karaoke audio/video entertainment and any other activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by the Florida General Corporation Act as presently in effect and as it may be amended from time to time in the future.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 10,000 at \$1.00 par value common shares. All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The street address of the Corporation shall be 2200 Port Malabar Blvd., Ste 8, Palm Bay, Florida 32905. The name of the Corporation's initial registered agent is Jan Gibson whose address is 2200 Port Malabar Blvd., Ste 8, Palm Bay, Florida 32905.

ARTICLE V

The number of director(s) constituting the initial Board of Directors of this Corporation is two (2). The name and street address of the initial director(s) of this Corporation are:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Name	Address
Jan Gibson	2200 Port Malabar Blvd., Ste 8, Palm Bay, Florida 32905
Gary Brooks	2200 Port Malabar Blvd., Ste 8 Palm Bay, Florida 32905

The initial director(s) may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meetings.

ARTICLE VI

The name(s) and address(es) of the incorporator(s) is:

Jan Gibson	2200 Port Malabar Blvd., Ste 8, Palm Bay Fl 32905
Gary Brooks	2200 Port Malabar Blvd., Ste 8 Palm Bay Fl 32905

ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees and agents to the extent permitted by Section 607.014, Florida Statutes.

ARTICLE VIII

Anything to the contrary contained in these Article of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLE IX

Director(s) of this Corporation need not be a resident of the State of Florida, unless otherwise provided in the By-Laws of the Corporation. The shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation, unless otherwise provided in the By-Laws.

ARTICLE X

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XI

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

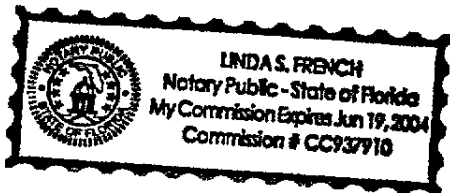
Dated this 1st day of August, 2000

Jan Gibson  
Jan Gibson  
Incorporator  
Gary Brooks  
Gary Brooks  
Incorporator

STATE OF FLORIDA )  
                          ) ss.  
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared Jan Gibson and Gary Brooks, to me known to be the person(s) described in and who executed the foregoing Articles of Incorporation of GARY-OKE'S, INC. and they acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 1st day of August, 2000



Linda S. French  
Notary Public

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

In compliance with Sections 48.091 and 620.192, Florida Statutes, the following is submitted:

That GARY-OKE'S, Inc., desiring to organize under the laws of the State of Florida, with its principal place of business at 2200 Port Malabar Blvd., Ste 8 Palm Bay, Fl 32905, appoints Jan Gibson as its agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named to accept service for process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

  
\_\_\_\_\_  
Jan Gibson  
President

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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CONSENT TO ACTION TAKEN  
TO ORGANIZE THE CORPORATION BY THE DIRECTORS  
OF

GARY - OKE's, INC.

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The undersigned being the shareholders named in the Articles of Incorporation hereby consent to and ratify the action taken to organize the corporation as hereafter stated:

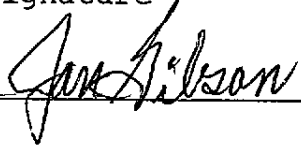
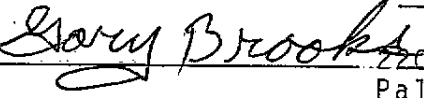
GARY - OKE' s, Inc,

The Articles of Incorporation filed on August 1, 2000 ~~19~~\* with the Secretary of State of Florida were approved and inserted in the record book of the corporation.


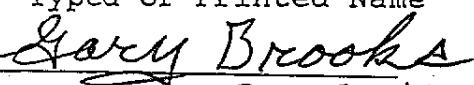
ACTION BY WRITTEN CONSENT OF INCORPORATOR OF

GARY- OKE's INC.

The undersigned Incorporator, pursuant to Section 607.0205 of the Business Corporation Act, hereby consents to the election of the following persons as initial directors of the corporation. The initial directors shall serve on the board until the first annual meeting of shareholders held for the elections of directors, and until their successors are elected and qualified. The directors, by their signatures, consent to this election.:

Name of Director	Signature	Address
Jan Gibson		2200 Port Malabar Blvd #8 Palm Bay Fl 32905
Gary Brooks		2200 Port Malabar Blvd., #8 Palm Bay Fl 32905

Dated

  
Signature of Incorporator  
Jan Gibson  
Typed or Printed Name  
  
GARY BROOKS  
Incorporator