

MORAN & SHAMS, P.A.

ATTORNEYS AT LAW

PO0000079287

DAVID E. ACKLEY

CRISTINA ARECHAGA

LAWRENCE H. HABER

JAMES F. KIDD

CLINTON C. LYONS, JR.

BRIAN J. MORAN

THOMAS P. MORAN

YUVORA NONG

JENNIFER EDEN RAILEY

MAURICE SHAMS

SIDNEY H. SHAMS

OF COUNSEL

SCOTT E. JOHNSON

August 15, 2000

**Via Federal Express Only**

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

Re: Popdrop, Inc.  
Florida - 2000

FILED  
00 AUG 16 PM 2:05  
TALLAHASSEE FLORIDA

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-08/16/00--01098--001

\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir or Madam:

Please find enclosed, in duplicate, the Articles of Incorporation for the above-referenced corporation, together with our firm check in the amount of \$78.75 to cover the costs of incorporation and a certified copy of the Articles.

If the above is in order, please file the Articles and forward the certified copy to us. If there is anything which is not in order, please call us collect.

Sincerely yours,

*Linda Klechka*

for Lawrence H. Haber

Signed in Mr. Haber's absence to avoid delay.

LHH:lek

Enclosures

cc: Steve Cox

Mark Goff

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T. Burch AUG 22 2000

PO BOX 472 ORLANDO, FL 32802-0472  
111 N. ORANGE, AVE. SUITE 1200 ORLANDO, FL 32801  
PH. 407-841-4141 FX. 407-841-4148  
MORAN-SHAMS@MORAN-SHAM.COM

ARTICLES OF INCORPORATION  
of  
POPDROP, INC.

ARTICLE I. - NAME

The name of this corporation is POPDROP, INC.

ARTICLE II. - DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III. - PURPOSE

This corporation is organized for the following purposes:

1. To operate a business engaged in music recording and management services.
2. To transact any and all lawful business.

ARTICLE IV. - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V. - CAPITAL STOCK

- A. This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "common shares."
- B. Except as otherwise provided by law or in the by-laws of the corporation, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. - PRINCIPAL OFFICE AND REGISTERED AGENT AND OFFICE

The street address of the principal office of this corporation is 455 South Orange Avenue, Suite 600, Orlando, Florida, 32801, and the name of the initial registered agent of this corporation and the address of the initial registered office of the corporation are: Lawrence H. Haber, Esquire, c/o Moran & Shams, P.A., 111 North Orange Avenue, Suite 1200, Orlando, Florida 32801.

FILED  
00 AUG 16 PM 2:05  
TALLAHASSEE, FLORIDA

#### 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 by-laws, but shall never be less than one or more than fifteen. The names and addresses of the initial directors of this corporation are:

Steven Cox  
VR2L Music.Net, Inc.  
455 South Orange Avenue, Suite 600  
Orlando, Florida 32801

Kevan Cyka  
Circulon, Inc.  
121 Cedar Creek Drive  
Franklin, Tennessee 37067

#### ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is:

Lawrence H. Haber, Esquire  
Moran & Shams, P.A.  
111 N. Orange Avenue, Suite 1200  
Orlando, Florida 32801

#### ARTICLE IX. - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors subject to the power of the shareholders to repeal, alter, or amend any by-laws adopted by the Board of Directors. The shareholders reserve the power to adopt by laws and to prescribe in any by-laws that such by-laws shall not be altered, amended, or repealed by the Board of Directors.

#### ARTICLE X. - OFFICERS

The Board of Directors may provide for the election or appointment and prescribe the duties of all officers and agents as the board may deem desirable and proper, and may take such action not inconsistent with the Articles of Incorporation and the by-laws of the corporation and the laws of the State of Florida as such board may deem advisable for the conduct and operation of the business of the corporation.

#### ARTICLE XI. - MEETINGS

Meetings of shareholders and directors, including the time, place, and manner of calling such meetings, shall be fixed by the by-laws of the corporation.

ARTICLE XII. - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15<sup>th</sup> day of August, 2000.

Lawrence H. Haber (SEAL)  
Lawrence H. Haber, Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Lawrence H. Haber, Esquire, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 15<sup>th</sup> day of August, 2000.

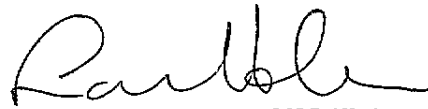
June M. Comas  
Notary Public, State of Florida  
My Commission Expires:



June M. Comas  
MY COMMISSION # CC617580 EXPIRES  
May 30, 2001  
BONDED THRU TROY RAIN INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE VII OF THESE ARTICLES OF INCORPORATION, 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.



Registered Agent