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LAW OFFICES
PETER A. ROBERTSON
& ASSOCIATES, P.A.
CONSTRUCTION LAW • TRIAL PRACTICE
CORPORATE & BUSINESS LAW

PETER A. ROBERTSON*
DAVID L. WORTHY**
MICHAEL D. SECHREST
JEFFREY L. PRICE
MICHAEL J. BARKER
DONALD A. NIESEN

September 6, 2000

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* BOARD CERTIFIED CIVIL TRIAL
** ADMITTED TO GEORGIA BAR

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

600003385726--3
-09/07/00--01073--019
*****78.75 *****78.75

RE: **REC ROOM RECORDING STUDIO, INC.**

Dear Sir/Madam:

Enclosed please find:

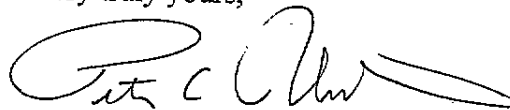
1. Articles of Incorporation of Rec Room Recording Studio, Inc., a profit corporation.
2. Acceptance of Registered Agent.
3. A check in the amount of \$78.75 for:
 - a. Filing Fee \$ 35.00
 - b. Certified Copy of Charter \$ 8.75
 - c. Registered Agent Designation Fee \$ 35.00

Total \$ 78.75

FILED
00 SEP -7 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please file the subject documents and forward the certified copy to me at the above address.
If you have questions of any kind, please do not hesitate to contact me.

Very truly yours,



Peter A. Robertson

PAR/jh

Encl: Articles of Incorporation
Acceptance of Registered Agent
Check/\$78.75



ARTICLES OF INCORPORATION
OF
REC ROOM RECORDING STUDIO, INC.

FILED
00 SEP - 7 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is **REC ROOM RECORDING STUDIO, INC.**

ARTICLE II. ADDRESS OF PRINCIPAL OFFICE.

The street address of the principal office of this corporation is:

**2106 N. W. 67 Place, Suite 6
Gainesville, FL 32653**

The mailing address of the principal office of this corporation is:

**2106 N. W. 67 Place, Suite 6
Gainesville, FL 32653**

ARTICLE III. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one hundred (100) shares of common stock at \$1.00 par value.

ARTICLE V. TERM OF EXISTENCE.

This corporation shall have perpetual existence commencing upon filing of these articles.

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The registered agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Peter A. Robertson, Esq.
PETER A. ROBERTSON & ASSOCIATES, P.A.
5216 S. W. 91 Drive
Gainesville, Florida 32608

The Board of Directors, from time to time, may move the Registered Office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS.

This Corporation shall have four (4) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTORS.

The names of the initial directors of this Corporation and their street addresses are:

RONALD CLYDE CATES (Administrative Associate)	4229 N. W. 43 St., Apt. B-15 Gainesville, FL 32606
EMILY ANN CATES (Vice-President)	4229 N. W. 43 St., Apt. B-15 Gainesville, FL 32606
DANIEL ALFRED DICKHAUS (President)	5107 S. W. 47 Street Gainesville, FL 32608
VALERIE DICKHAUS	5107 S. W. 47 Street Gainesville, FL 32608

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX. INCORPORATORS.

The name and street address of the persons signing these Articles of Incorporation as the Incorporators are:

RONALD CLYDE CATES

**4229 N. W. 43 St., Apt. B-15
Gainesville, FL 32606**

DANIEL ALFRED DICKHAUS

**5107 S. W. 47 Street
Gainesville, FL 32608**

ARTICLE X. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI. BYLAWS.

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII. RESTRICTIONS ON TRANSFER OF STOCK.

Shares of capital stock of this Corporation shall be issued initially to the following persons and in the amounts set opposite their names:

Thirty Five Shares (35) -

EMILY ANN CATES

Fifteen Shares (15) -

RONALD CLYDE CATES

Fifty Shares (50) -

DANIEL ALFRED DICKHAUS

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders or to the Corporation. The price and terms of which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XIII. STOCK ENDORSEMENT.

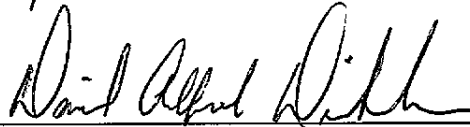
Each share of stock issued subject to these bylaws shall be endorsed as follows:

"Transfer, pledge, hypothecation, sale, assignment, gift or other disposition of this stock is restricted by an article of the bylaws of this company, a copy of which is on file at the office of the corporation."

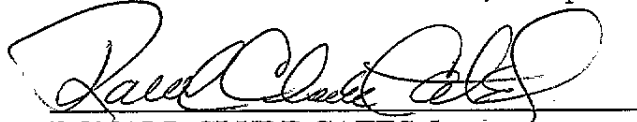
ARTICLE XIV. INDEMNIFICATION.

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

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation on the 6th day of September, 2000.



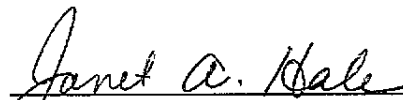
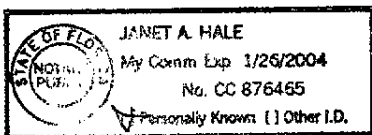
DANIEL ALFRED DICKHAUS, Incorporator



RONALD CLYDE CATES, Incorporator

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 6th day of September, 2000, by DANIEL ALFRED DICKHAUS and RONALD CLYDE CATES, who are personally known to me.



NOTARY PUBLIC

Printed Name: Janet A. Hale

Commission No.: CC 876465

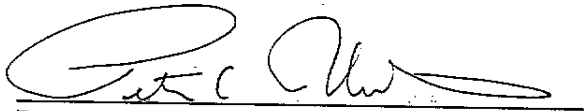
Commission Expires: 01/26/04

THIS DOCUMENT PREPARED BY:
Peter A. Robertson, Esq.
PETER A. ROBERTSON & ASSOCIATES, P.A.
5216 S. W. 91 Drive
Gainesville, FL 32608
352/373-9031

ACCEPTANCE OF REGISTERED AGENT
REC ROOM RECORDING STUDIO, INC.

HAVING BEEN NAMED as Registered Agent to Accept Service of Process for ***REC ROOM RECORDING STUDIO, INC.***, at the place designated in this certificate, I hereby agree to act in such capacity; further,

I AGREE TO COMPLY with all the provisions of all statutes relative to the proper and complete performance of my duties as such.



Peter A. Robertson
Registered Agent
PETER A. ROBERTSON & ASSOCIATES, P.A.
5216 S. W. 91 Drive
Gainesville, FL 32608
(352) 373-9031
Fla. Bar Number: 0876089

FILED
00 SEP -7 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA