

*Leahy & Associates, P.A.*  
A Professional Association

Timothy B. Leahy, Esquire

P000000089283

September 5, 2000

FILED  
SEP 20 AM 8:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
400003399284-1  
09/20/00-01053-011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Filing of a Corporation

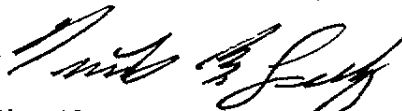
Dear Sir(s):

Please find enclosed the original Articles of Incorporation for MEGA STAR HITS, INC. and one copy of said Articles of Incorporation. Also please find enclosed my check in the amount of \$78.75 to cover the cost involved in the filing of MEGA STAR HITS, INC., as a corporation. Please send all things that will be sent from your office that involve the above corporation to the offices of Leahy & Associates, P.A., 535 Central Avenue, Suite 300, St. Petersburg, FL 33701.

Thank you for your cooperation concerning this matter. If you have any questions, please feel free to contact me.

Sincerely,

Leahy & Associates, P.A.



Timothy B. Leahy, Esquire  
Enclosures  
TBL/dw

Pa. 21

**ARTICLES OF INCORPORATION  
OF  
MEGA STAR HITS, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation is MEGA STAR HITS, INC.

**ARTICLE II**

The street address and mailing address of the principal office is: 535 Central Ave., Suite 300, St. Petersburg, Florida 33701.

**ARTICLE III**

The aggregate number of shares that the corporation is authorized to issue is One Hundred Thousand Share (100,000), all of which shall be common shares and shall have a par value of one cent (\$.01) per share. The Corporation is authorized to issue only one class of stock. Each shareholder of the corporation shall be entitled to full pre-emptive rights to purchase any un-issued or treasury shares of the corporation under which they may maintain their current percentage ownership of the corporation and shall have the right to exercise such pre-emptive right at the issuance of each future issuance of stock.

**ARTICLE IV**

The street and mailing address of the initial registered agent of the corporation is 535 central Q Ave., Suite 300, St. Petersburg, Florida 33701 and the name of the initial registered Agent at that address is **Timothy B. Leahy**.

**ARTICLE V**

The Name And Address of the Incorporator is: TIMOTHY B. LEAHY, 535 Central Ave., Suite 300, St. Petersburg, Florida 33701.

**ARTICLE VI**

**RESTRAINT ON TRANSFER OF STOCK**, should any shareholder wish to sell his stock he must first offer it to the corporation, the corporation shall have right of first refusal and then to other shareholders prior to selling to any third parties. The value of the stock shall be the book value as determined by the last regular accounting.

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**ARTICLE VII**

At any meeting of shareholders called expressly for the purpose, any director or directors may be removed from office, with or without cause, by majority vote or at any regular board meeting, regular meeting or shareholders, or special meeting called for that specific purpose.

EXECUTED by the undersigned at St. Petersburg, Florida, this 5 day of Sept, 2000.



**TIMOTHY B. LEAHY, Incorporator**

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



**TIMOTHY B. LEAHY**  
Resident Agent

Sept. 5, 2000  
Date

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