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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

September 19, 2000

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

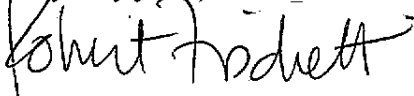
Dear Sir/Madam:

Enclosed herewith please find an original and one copy of two different Articles of Incorporation for filing with your office, together with separate checks in the amounts of \$122.50 (filing fee plus certified copy fee). Please kindly return a file-stamped, certified copy to my address noted below.

If you have any questions or comments, please contact me at (407) 370-6614.

Thank you for your assistance.

Very truly yours,



Robert Fischetti  
6826 Kara Court  
Orlando, FL 32819

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D. BROWN SEP 21 2000

**ARTICLES OF INCORPORATION  
OF  
TRANS COUNTRY MUSIC GROUP, INC.**

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I. NAME**

The name of this corporation is **TRANS COUNTRY MUSIC GROUP, INC.**

**ARTICLE II. PURPOSE**

- A. To engage in any or all lawful business for which corporations may be incorporated under the laws of Florida.

**ARTICLE III. POWERS**

The corporation shall have the following powers:

- a. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- b. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property to any interest therein, wherever situated.
- c. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- d. To lend money to, and use its credit to assist its officers and employees in accordance with law.
- e. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the

United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

- f. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- g. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- h. To conduct its business, carry on its operations, and have offices and exercise the powers granted by law within or without this state.
- i. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- j. To make and alter By-Laws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
- k. To make donations for the public welfare or for charitable, scientific, or educational purposes.
- l. To transact any lawful business which the board of directors shall find will be in aid of governmental policy.
- m. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.
- n. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

- o. To have and exercise all powers necessary or convenient to effect its purposes.

#### **ARTICLE IV. COMMENCEMENT OF CORPORATE EXISTENCE**

This corporation shall commence existence upon filing of these Articles, and shall have perpetual existence.

#### **ARTICLE V. CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of common stock having a one cent (\$.01) par value.

#### **ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation, and the name of the initial registered agent of this corporation at that address is:

Robert Fischetti  
6826 Kara Court  
Orlando, Florida 32819

#### **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as set forth in the By-Laws. The name and address of the director of this corporation is:

Robert Fischetti  
6826 Kara Court  
Orlando, Florida 32819

#### **ARTICLE VIII. INCORPORATION**

The name and address of the person signing these Articles of Incorporation is:

Robert Fischetti  
6826 Kara Court  
Orlando, Florida 32819

### ARTICLE IX. BYLAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

### ARTICLE X. RESTRICTIONS ON TRANSFER OF STOCK

Transfer of shares of capital stock of this corporation may be restricted by the By-Laws or by agreement among the shareholders.

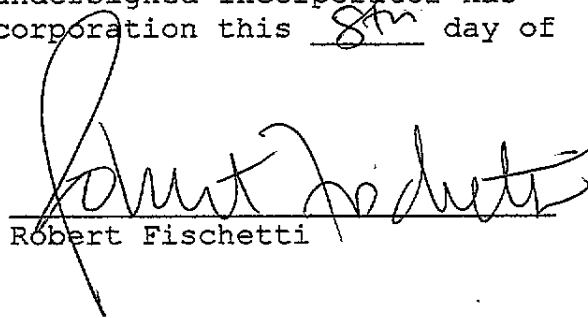
### ARTICLE XI. AMENDMENT

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.

### ARTICLE XII. PRINCIPLE OFFICE

The principle office address is 6826 Kara Court, Orlando, Florida 32819.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 8<sup>th</sup> day of September, 2000.

  
Robert Fischetti

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 ROBERT FISCHETTI, who is personally known to me to be the person who executed the foregoing Articles of Incorporation, and who swore to 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 in the state and county aforesaid,  
this 8 day of September, 2000.



Kristin M Finger  
★ My Commission CC821179  
Expires March 28, 2003

Kristin M Finger  
Notary Public  
Commission No.: CC821179  
My Commission Expires: 3/28/03

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

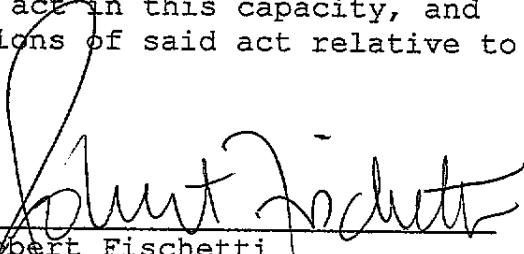
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In pursuance of Chapter 48-091, Florida Statutes, the following is submitted, in compliance with said Act:

First--that TRANS COUNTRY MUSIC GROUP, INC. desiring to organize under the laws of the State of Florida, with its principle office, as indicated in the Articles of Incorporation, at City of Orlando, County of Orange, State of Florida, has named ROBERT FISCHETTI, 6826 Kara Court, Orlando, Florida 32819, as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT**

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

  
Robert Fischetti  
Registered Agent