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KELLY B. PLANTE, ESQUIRE

October 5, 2000  
**P00000094046**

Division of Corporations  
George Firestone Building  
409 East Gaines Street  
Tallahassee, FL 32301

Via Hand Delivery

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-10/05/00--01023--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

To Whom It May Concern:

Enclosed for filing, please find the **ARTICLES OF INCORPORATION**, along with a check in the amount of **\$78.75** for the applicable filing fees and fees to obtain a **Certified Copy of the Articles of Incorporation** for the following entity:

**Knatomic Music, Inc.**

Upon receipt, please "date-stamp" the copy of the letter provided and call Ann Cotroneo at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,

*Kelly B. Plante*

Kelly B. Plante

KBP/ams

Enclosures

GHRCORP/GHR2.283

Cleven/45620-1

FILED  
00 OCT -5 AM 10:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T.S.MITH OCT 05 2000

ORLANDO  
407-843-8880



MELBOURNE  
321-727-8100

**ARTICLES OF INCORPORATION**  
**OF**  
**KNATOMIC MUSIC, INC.**

The undersigned, acting as the incorporator of **KNATOMIC MUSIC, INC.**, a Florida corporation (the "Corporation"), pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for the Corporation:

**ARTICLE I - NAME AND ADDRESS**

The name of the Corporation is **KNATOMIC MUSIC, INC.** The mailing address of the Corporation shall be 455 S. Orange Avenue, Suite 600, Orlando, Florida 32801.

**ARTICLE II - CORPORATE EXISTENCE**

The Corporation will exist commencing on the date of filing these Articles of Incorporation with the Florida Department of State.

**ARTICLE III - DURATION**

The Corporation shall exist perpetually.

**ARTICLE IV - PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

**FILED**  
**00 OCT -5 AM 10:40**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE V - NUMBER OF DIRECTORS  
AND INITIAL BOARD OF DIRECTORS**

A. The members of the Board of Directors of the Corporation shall consist of two (2) classes; Class A Directors and Class B Directors (collectively, the "Directors"). The number of Class A Directors shall initially be set at three (3) members, but may be increased as provided in the Bylaws of the Corporation. The number of Class B Directors shall at all times be two (2) members. The sole distinction between the Class A Directors and the Class B Directors shall be the manner in which they are elected (and removed), and the rights, powers, authority, duties, obligations and requirements of each Director, whether a Class A Director and Class B Director, shall be equal in all respects.

B. The name and address of the initial Directors, each of whom shall be a Class A Director, are as follows:

<u>Name</u>	<u>Street Address</u>
Séan M. O'Brien	455 S. Orange Avenue, Suite 600 Orlando, Florida 32801
Steve Cox	455 S. Orange Avenue, Suite 600 Orlando, Florida 32801

**ARTICLE VI - CAPITAL STOCK**

**A. Authorized Common Stock**

The total authorized capital stock of the Corporation shall be Fifty Million (50,000,000) shares of Common Stock having a par value of One Cent (\$0.01) per share, consisting of Twenty-Six Million (26,000,000) shares of Class A Voting Common Stock, Eleven Million (11,000,000) shares of Class B Voting Common Stock and Thirteen Million (13,000,000) shares of Class C Nonvoting Common Stock.

## **B. Relative Rights of Classes of Common Stock**

All preferences, voting powers, relative, participating, optional or other special rights and privileges, and qualifications, limitations or restrictions of the various classes of common stock shall be exactly the same, except as follows:

1. **Class A Voting Common Stock:** Except as otherwise required by law, each holder of Class A Voting Common Stock shall have one vote in respect of each share of Class A Voting Common Stock held by such shareholder of record on the books of the Corporation for the election (or removal) of Class A Members of the Board of Directors of the Corporation. The holders of Class A Voting Common Stock shall vote together (or render written consents in lieu of a vote) as a separate class authorized to elect (or remove) Class A Members of the Board of Directors of the Corporation.

2. **Class B Voting Common Stock:** Except as otherwise required by law, each holder of Class B Voting Common Stock shall have one vote in respect of each share of Class B Voting Common Stock held by such shareholder of record on the books of the Corporation for the election (or removal) of Class B Members of the Board of Directors of the Corporation. The holders of Class B Voting Common Stock shall vote together (or render written consents in lieu of a vote) as a separate class authorized to elect (or remove) Class B Members of the Board of Directors of the Corporation.

3. **Class C Nonvoting Common Stock:** Except as otherwise required by law, no holder of Class C Nonvoting Common Stock shall have any voting rights whatsoever in respect of any share of Class C Nonvoting Common Stock held by such shareholder for any matters submitted to a vote of the shareholders of the Corporation or otherwise subject to a vote of the shareholders of the Corporation.

**ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation shall be:

301 E. Pine Street, Suite 1400  
Orlando, Florida 32801

The name of the initial registered agent of the Corporation at that address shall be:

Guy S. Haggard

**ARTICLE VIII - INCORPORATOR**

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

<u>Name</u>	<u>Address</u>
Guy S. Haggard	301 East Pine Street, Suite 1400 Orlando, Florida 32801

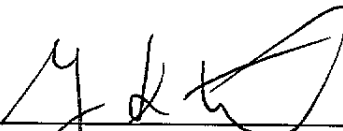
**ARTICLE IX - BY LAWS**

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

**ARTICLE X - AMENDMENT**

The 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.

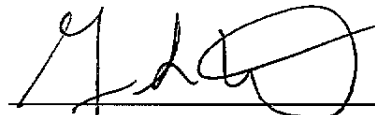
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of  
Incorporation this 3<sup>rd</sup> day of October, 2000.

  
\_\_\_\_\_  
Guy S. Haggard  
Incorporator

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## CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

The undersigned, having been named as registered agent for the above named Corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts such designation and agrees to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

  
\_\_\_\_\_  
Guy S. Haggard

**FILED**  
00 OCT -6 AM 10:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA