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October 11, 2000

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-10/13/00--01065--024  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Articles of Incorporation for Artist Image Management, Inc.

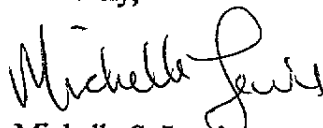
To Whom it May Concern:

EFFECTIVE DATE  
10-11-00

Enclosed are the original Articles of Incorporation to be filed and our firm check in the amount of \$78.75. Please return a certified copy of the filed Articles to our office.

Please let me know if there are any questions.

Sincerely,



Michelle S. Lewis  
Assistant to Jeffrey L. Kaplan

FILED  
00 OCT 13 AM 7:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Enclosures

F. CHESTER OCT 17 2000

**ARTICLES OF INCORPORATION**

of

**ARTIST IMAGE MANAGEMENT, INC.**

**EFFECTIVE DATE**  
10-11-00

**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**00 OCT 13 AM 7:28**

**FILED**

The undersigned, acting as Incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation for the corporation (the "Corporation").

**ARTICLE I**  
**NAME**

The name of this Corporation is ARTIST IMAGE MANAGEMENT, INC.

**ARTICLE II**  
**ADDRESS OF PRINCIPAL OFFICE**

The principal office and street address of this Corporation is 704 South Highway 17-92, Longwood, Florida 32750.

**ARTICLE III**  
**EXISTENCE; DURATION**

The date of corporate existence shall be the date of acknowledgment of these Articles provided the Articles are filed with the Department of State within five (5) days of the date of acknowledgment, exclusive of legal holidays, and if not so filed, then the date of corporate existence shall be the date of the filing. This Corporation shall exist perpetually unless dissolved by operation of law.

**ARTICLE IV**  
**GENERAL PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

**ARTICLE V**  
**CAPITAL STOCK**

This Corporation is authorized to issue One Thousand (1,000) shares of capital stock, which shall be designated Common Shares with a par value of \$.01 per share. The Directors of the Corporation are authorized and empowered to issue the capital stock of the Corporation as they in their discretion shall determine.

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

The street address of the initial registered office of this Corporation is 704 South Highway 17-92, Longwood, Florida 32750, and the name of the initial registered agent of this Corporation at that address is Richard F. Johnson.

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the Incorporator of this Corporation is:

Howard S. Marks

369 North New York Avenue, Third Floor  
Winter Park, Florida 32789

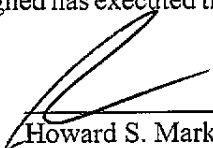
**ARTICLE VIII**  
**INDEMNIFICATION**

This Corporation shall indemnify any officer or director, or any former officer or director to the extent permitted by the Florida Business Corporation Act.

**ARTICLE IX**  
**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.

11 IN WITNESS WHEREOF, the undersigned has executed these Articles at Winter Park, Florida, this day of October, 2000.

  
Howard S. Marks  
Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent for ARTIST IMAGE MANAGEMENT, INC., at the place designated in the Articles of Incorporation, I am familiar with and hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

*[See attached letter of acceptance of Registered Agent]*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 OCT 13 AM 7:28

FILED

Richard F. Johnson  
c/o Artist Image Management, Inc.  
704 South Highway 17-92  
Longwood, Florida 32750

October 10, 2000

Corporate Records Bureau  
Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 OCT 13 AM 7:28

FILED

Re: ARTIST IMAGE MANAGEMENT, INC.

Dear Sir or Madam:

The undersigned hereby accepts designation as Registered Agent for the referenced corporation at the Registered Office given above.

Respectfully,

A handwritten signature in dark ink, appearing to read 'Richard F. Johnson', with a long horizontal flourish extending to the right.

RICHARD F. JOHNSON