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ACCOUNT NO. : 072100000032

REFERENCE : 926163 8998A

AUTHORIZATION :

Patricia Pijut

COST LIMIT : \$ 70.00

00 DEC 11 PM 3:21

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ORDER DATE : December 11, 2000

ORDER TIME : 10:55 AM

ORDER NO. : 926163-005

CUSTOMER NO: 8998A

CUSTOMER: John F. Hayter, Esq
John F. Hayter Attorney At
Law, P.a.
704 N.e. First Street

000003495190--5

Gainesville, FL 32601

DOMESTIC FILING

NAME: REDBALL RECORDS ONLINE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom - EXT. 1104

EXAMINER'S INITIALS:

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 DEC 11 PM 12:50

RECEIVED

JP 12/11/00

00 DEC 11 PM 3:21

ARTICLES OF INCORPORATION
OF
REDBALL RECORDS ONLINE, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

REDBALL RECORDS ONLINE, INC.

The address of the principal office of this corporation shall be 704 N.E. First Street, Gainesville, Florida 32601, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$.01 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors are:

John F. Hayter
Director, President,
Secretary, Treasurer

704 N.E. First Street
Gainesville, Florida 32601

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

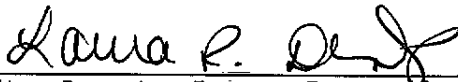
00 DEC 11 PM 3:21

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to
these Articles of Incorporation:

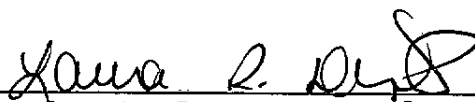
Corporation Service Company
2711 Centerville Road Suite 400
Wilmington, Delaware 19808

The undersigned incorporator has executed these
Articles of Incorporation on December 11, 2000.


Its Agent, Laura R. Dunlap
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware
corporation authorized to transact business in this
State, having a business office identical with the
registered office of the corporation named above, and
having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and
accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.

By: 
Its Agent, Laura R. Dunlap

Authorized Service Representative
Corporation Service Company