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January 19, 2001

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

700003562657--4  
-01/22/01--01096--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

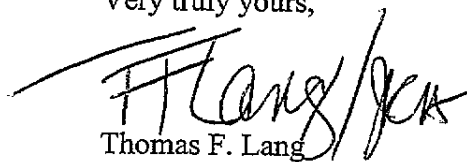
Re: International Concert Management, Inc.

To Whom It May Concern:

Enclosed for filing are Articles of Incorporation for International Concert Management, Inc. Also enclosed is our check in the amount of \$78.75 for filing fee, registered agent designation and certified copy, along with a self-addressed, stamped envelope to return the certified copy.

Thank you for your attention to this matter. Please advise if you require anything further.

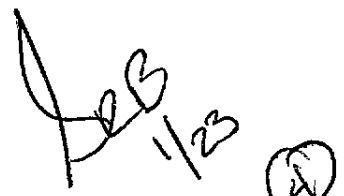
Very truly yours,

  
Thomas F. Lang

TFL/tp

Enclosures

FILED  
01 JAN 22 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
1/23

ARTICLES OF INCORPORATION  
OF  
INTERNATIONAL CONCERT MANAGEMENT, INC.

FILED  
01 JAN 22 PM 2:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 such corporation.

ARTICLE I  
NAME

The name of this corporation is INTERNATIONAL CONCERT MANAGEMENT, INC.

ARTICLE II  
DURATION

This corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually unless dissolved by operation of law.

ARTICLE III  
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 IV  
CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of capital stock, which shall be designated Common Shares with ONE AND NO/100 DOLLAR (\$1.00) par value. 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 V  
NO PREEMPTIVE RIGHTS

The preemptive right to purchase additional shares or any other securities of this corporation is expressly denied to all shareholders of all classes.

ARTICLE VI  
PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office and initial registered office of the corporation is 30617 U. S. Highway 19

North (#301), Palm Harbor, Florida 34684 and the name of the initial registered agent of this corporation at that address is John Giattino.

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

A. This corporation shall have two (2) directors initially.

B. The number of directors of this corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than one (1).

C. The names and addresses of the initial member of the Board of Directors who shall hold office until their successors are duly elected and have qualified are:

John Giattino	30617 U.S. Highway 19 North (#301) Palm Harbor, FL 34684
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Judith Giattino	30617 U. S. Highway 19 North (#301) Palm Harbor, FL 34684
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**ARTICLE VIII**  
**INCORPORATOR**

The names and addresses of the Incorporators of this corporation are:

John Giattino	30617 U.S. Highway 19 North (#301) Palm Harbor, FL 34684
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Judith Giattino	30617 U. S. Highway 19 North (#301) Palm Harbor, FL 34684
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**ARTICLE IX**  
**BY-LAWS**

The power to adopt, alter or repeal by-laws shall be vested in the Board of Directors.

**ARTICLE X**  
**INDEMNIFICATION**

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

**ARTICLE XI  
AMENDMENTS**

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 shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have executed these Articles at Orlando, Florida, this 5th day of JANUARY, 2000. *J.R.A. gmb. 2601*

*John R. Giattino*  
John Giattino

*Judith M. Giattino*  
Judith Giattino

STATE OF ~~FLORIDA~~ <sup>Kentucky</sup> *ga*  
COUNTY OF ~~ORANGE~~ <sup>Lewis</sup> *ga*

The foregoing instrument was acknowledged before me this 5th day of January, 2000, by JOHN GIATTINO and JUDITH GIATTINO, who are personally known to me or who produced Driver's License (type of identification) as identification.

*Lorie D. Adams*  
NOTARY PUBLIC  
Lorie D. Adams  
Print Name  
My Commission Expires: 4-4-2003  
Commission Number:

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent for the above stated corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT:  
*John R. Giattino*  
John Giattino