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July 26, 2001

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Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Incorporation of
MONUMENT RECORDS, INC.

Enclosed is the signed original and one signed copy of the Articles of Incorporation of the above corporation. Also, enclosed is a check in the amount of \$87.50, for the filing, certified copy and Certificate of Status fees.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call me at (813) 886-6085.

Very truly yours,


Yaté K. Cutliff

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01 JUL 30 AM 9:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
of
MONUMENT RECORDS, INC.

ARTICLE I - NAME

The name of this corporation is MONUMENT RECORDS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized and incorporated for the purpose of carrying on any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$0.01 par value common stock. The share are to be divided as follows:

John M. Boogades:	200 shares
Jeffrey S. Keene:	200 shares
Thomas Flammia:	200 shares

ARTICLE V - CORPORATION'S PRINCIPAL OFFICE

The principal office of the corporation shall be 15609 Deerglen Dr., Tampa, Florida 33624.

The mailing address of the corporation is 15609 Deerglen Dr., Tampa, Florida 33624.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3940 Venetian Way, Tampa, Florida 33634, and the name of the initial registered agent of this corporation at that address is Yaté K. Cutliff.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director(s) of this corporation is/are:

John M. Boogades:	15609 Deerglen Dr., Tampa, Florida 33624
Jeffrey S. Keene:	15609 Deerglen Dr., Tampa, Florida 33624
Thomas Flammia:	15609 Deerglen Dr., Tampa, Florida 33624

ARTICLE VIII - INCORPORATOR

The name and address of the persons signing these articles is:

Yaté K. Cutliff:	3940 Venetian Way, Tampa, Florida 33634
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ARTICLE IX - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X - PREEMPTIVE RIGHTS

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE XI - CUMULATIVE VOTING RIGHTS

The principle of cumulative voting shall apply in all elections of directors of the corporation. Each stockholder entitled to vote shall have votes equal to the number of shares with voting rights held by him multiplied by the number of directors to be elected, and each may cast all his votes for a single candidate, or may divide and distribute his votes among any two or more candidates, as he sees fit. Each stockholder may, if he desires, cast fewer than all the votes to which he is entitled at any election of directors, but no ballot shall be valid if the total votes shown thereon are in excess of the total number of votes to which the stockholder casting such ballot is entitled.

At any such election, the candidates receiving the highest number of votes, up to the number of directors to be chosen, shall be elected, and an absolute majority of the votes cast is not a prerequisite to the election of any candidate to the board of directors.

ARTICLE XII - STOCKHOLDERS' MEETING

The presence, at any stockholders' meeting, in person or by proxy, of persons entitled to vote 51% of the shares of the corporation then issued and outstanding shall constitute a quorum for the transaction of business.

The affirmative vote of 66% of the shares represented at a meeting at which a quorum is present shall be the act of the stockholders.

The following actions shall require the affirmative vote or written consent of the holders of at least 66% of all shares issued and outstanding.

(1) Amendment of these articles of incorporation to increase or decrease the authorized number of, or to change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the classes of stock, or to create any new class or classes of stock;

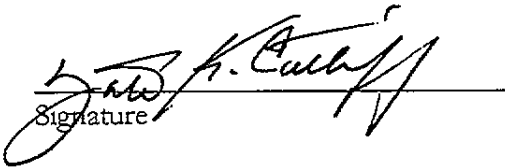
(2) Merger or consolidation with or into any other corporation other than a corporation wholly owned or controlled by the corporation, or the sale, lease, conveyance, exchange, transfer, or other disposition of all or substantially all of the property and assets of the corporation, or the voluntary dissolution, liquidation, or winding up of the corporation.

ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this restriction.

IN WITNESS WHEREOF, the undersigned Incorporator(s) has (have) executed these Articles of incorporation this 26th day of July, 2001.

Signature(s) of the incorporator(s)


Signature

YATÉ K. CUTLIFF
name of Incorporator signing

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Pendorf & Cutliff, Attorneys at Law, having a business office identical with the registered office of the Corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the provisions of sections 607.0501, Florida Statutes.

1. The name of the corporation is:

MONUMENT RECORDS, INC.

2. The name and address of the registered agent and office is:

YATÉ K. CUTLIFF
PENDORF & CUTLIFF
3940 Venetian Way
Tampa, FL 33634
(813) 886-6085

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature

Yate K. Cutliff

Date

7/26/01

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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