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REFERENCE : 400435 5017100

AUTHORIZATION : -

Patricia Pizub

COST LIMIT : \$ 78.75

ORDER DATE : August 7, 2001

ORDER TIME : 1:13 PM

ORDER NO. : 400435-005

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CUSTOMER NO: 5017100

CUSTOMER: Robert W. Bible, Jr., Esq
Lopez & Kelly, P.A.

Suite 500
4600 West Cypress Street
Tampa, FL 33607

DOMESTIC FILING

NAME: MUSIC ADVENTURES TRAVEL &
TOURS, INC.

EFFECTIVE DATE: .

XX. ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Betty Young - EXT. 1112

EXAMINER'S INITIALS:

FILED
2001 AUG -7 PM 3:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
01 AUG -7 PM 1:44
DIVISION OF CORPORATION

28

ARTICLES OF INCORPORATION

OF

MUSIC ADVENTURES TRAVEL & TOURS, INC.

FILED

2001 AUG -7 PM 3:24

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Article I
Name

The name of this Corporation is MUSIC ADVENTURES TRAVEL
& TOURS, INC.

Article II
Duration

The Corporation shall have perpetual existence.

Article III
Purpose and Principal Place of Business

Purpose. The general purposes for which this
Corporation is organized are:

1. To transact any or all lawful business for
which corporations may be incorporated under the laws of the State
of Florida.

2. To do everything necessary and proper in
accomplishing the foregoing and to do anything incidental to the
foregoing, all as authorized and not forbidden under the laws of
the State of Florida.

3. To possess and have the authority to exercise
any and all powers allowed by the laws of the State of Florida.

Principal Place of Business. The initial street
address of the principal place of business of the Corporation is:

111 James Jackson Avenue
Suite 121
Cary, North Carolina 27513

Article IV
Capital Stock

The amount of capital stock authorized shall consist of

7,500 shares of the common voting stock having a par value of \$1.00 per share, payable in lawful money of the United States of America or in property, at a just valuation to be fixed by the Board of Directors of this Corporation. The capital stock of the Corporation may at any time be increased or decreased as provided by the laws of Florida.

Article V
Registered Office and Agent

Section 1. The undersigned incorporator of this Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business located in the City of Cary, State of North Carolina, has named Robert W. Bible, Jr., Esq., as its agent to accept service of process within this State.

Section 2. 4600 W. Cypress Street, Suite 500, Tampa, Florida 33607 is hereby designated by said incorporator as the Registered Office of the Corporation in the State of Florida, and Robert W. Bible, Jr., Esq. is hereby named as the Registered Agent of the Corporation, whose business office is identical with the said Registered Office.

Article VI
Incorporators

The name and street address of the Incorporator is:

Richard D. Seymour
111 James Jackson Avenue
Suite 121
Cary, North Carolina 27513

Article VII
Board of Directors

Section 1. This Corporation initially shall have four (4) directors. The number of directors may be increased or diminished from time to time by action in accordance with the Bylaws of the Corporation.

Section 2. The names and addresses of the first members of the Board of Directors who, unless otherwise provided

by the Bylaws, shall hold office for the first year of existence of the Corporation or until their successors are elected and qualified are:

Richard D. Seymour
111 James Jackson Avenue
Suite 121
Cary, N.C. 27513

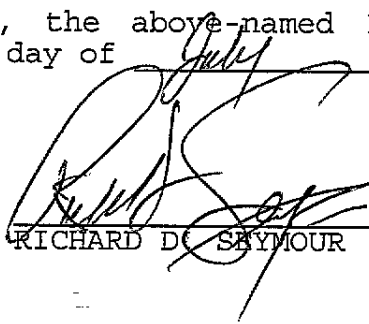
Robert Sokolowski
2340 Edgewater Ln.
Largo, FL 33774

Patrick S. O'Gara
111 James Jackson Avenue
Suite 121
Cary, N.C. 27513

Thomas F. Fagley
111 James Jackson Avenue
Suite 121
Cary, N.C. 27513

All of the directors of the Corporation shall be at least eighteen (18) years of age.


IN WITNESS WHEREOF, the above-named Incorporator has subscribed his name this 20th day of July, 2001.



RICHARD D. SEYMOUR

STATE OF NORTH CAROLINA
COUNTY OF Wake

The foregoing Articles of Incorporation were acknowledged before me by RICHARD D. SEYMOUR, this 20 day of July, 2001.

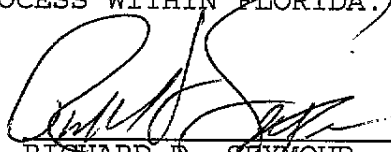


NOTARY PUBLIC
State of North Carolina at Large
My Commission Expires: 4.24.2006

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

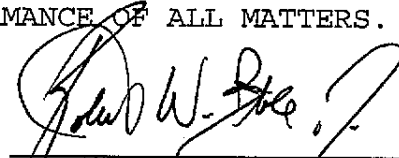
IN COMPLIANCE WITH SECTIONS 48.091 and 607.0501,
FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT MUSIC ADVENTURES TRAVEL & TOURS, INC.
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF CARY,
STATE OF NORTH CAROLINA, HAS NAMED ROBERT W. BIBLE, JR., ESQ.,
LOCATED AT 4600 W. CYPRESS STREET, TAMPA, FLORIDA 33607, AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.)



RICHARD D. SEYMOUR
(CORPORATE OFFICER)
TITLE: President
DATE: July 20, 2001

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO
THE PROPER AND COMPLETE PERFORMANCE OF ALL MATTERS.



ROBERT W. BIBLE, JR., ESQ.
(RESIDENT AGENT)
DATE: August 6, 2001

FILED
2001 AUG - 7 PM 3:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA