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TRANSMITTAL LETTER

August 13, 2001

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

FILED
01 AUG 15 PM 12:59
RECEIVED
TALLAHASSEE, FLORIDA

SUBJECT: Sevendust Records, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

 \$70.00
Filing Fee

 \$78.75
Filing Fee &
Certificate of Status

<u> ✓ </u> <u> \$78.75 </u> Filing Fee & Certified Copy	<u> \$87.50 </u> Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED	

FROM: Robert A. McNeely, Esquire
McFarlain & Cassedy, P.A.
215 South Monroe Street, Suite 600 (32301)
Post Office Box 2174
Tallahassee, Florida 32316-2174
Telephone: 850/222-2107
Telecopier: 850/222-8475

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*****78.75 *****78.75

NOTE: Please provide the original and one copy of the articles.

Call when ready

RECEIVED
01 AUG 15 PM 12:35
DIVISION OF CORPORATION

J. BRYAN AUG 15 2001

FILED
01 AUG 15 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SEVENDUST RECORDS, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: Sevendust Records, Inc.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business of this corporation shall be:

Sevendust Records, Inc.
c/o Jeff Hanson Management and Promotions
15 South Orange Avenue
Orlando, Florida 32801

ARTICLE IV

The mailing address of this corporation shall be:

Sevendust Records, Inc.
c/o Garry D. Whitfield, CPA
Temp CFO, Inc.
1261 Lincoln Avenue, Suite 216
San Jose, California 95125

ARTICLE V

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to support touring operations and business of musical entertainers, as fully and to the same extent as natural persons might do, viz:

(1) Transact any and all lawful business.

(2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute §607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other

obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014.

ARTICLE VI

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of \$1.00.

There shall be only one (1) class of stock of this corporation.

ARTICLE VII

The name and street address of the initial Registered Agent of this corporation shall be: Robert A. McNeely, Esquire, McFarlain & Cassedy, P.A., 215 South Monroe Street, Suite 600, Tallahassee, Florida 32301.

ARTICLE VIII

The initial Board of Directors shall consist of a total of five persons and the name and address of the persons who are to serve as the initial directors are:

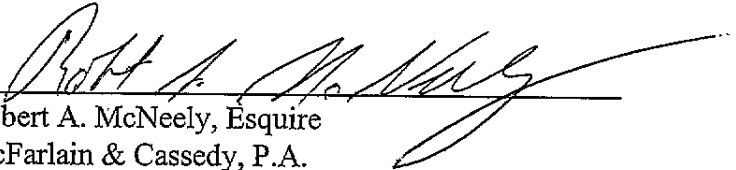
Lajon Witherspoon
Clint Lowery
John Connolly
Vince Hornsby
Morgan Rose
c/o Jeff Hanson Management and Promotions, Inc.
15 South Orange Avenue
Orlando, Florida 32801

ARTICLE IX

The name and address of the incorporator executing these Articles of Incorporation is:

Robert A. McNeely, Esquire
McFarlain & Cassedy, P.A.
215 South Monroe Street, Suite 600
Tallahassee, Florida 32301

The undersigned has executed these Articles of Incorporation on Tuesday, August 14, 2001.



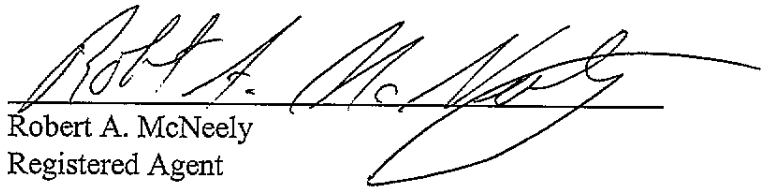
Robert A. McNeely, Esquire
McFarlain & Cassedy, P.A.
215 South Monroe Street, Suite 600
Tallahassee, Florida 32301
Telephone: 850/222-2107
Telecopier: 850/222-8475

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

First that Sevendust Records, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation has named Robert A. McNeely, Esquire, McFarlain & Cassedy, P.A., 215 South Monroe Street, Suite 600, Tallahassee, Leon County, Florida 32301, as its agent to accept service of process within this state.

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.



Robert A. McNeely
Registered Agent
McFarlain & Cassedy, P.A.
215 South Monroe Street
Suite 600
Tallahassee, Florida 32301
Telephone: 850/222-2107
Telecopier: 850/222-8475

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