

P95000005132

LAW OFFICES
JOHN J. KABBOORD, JR.
A PROFESSIONAL ASSOCIATION

SUITE 801
THE CAPE ROYAL BUILDING
1000 N. ATLANTIC AVENUE
COCOA BEACH, FLORIDA 32931

TELEPHONE
(407) 799-0000
FAX
(407) 799-4499

January 13, 1995

Secretary of State
DIVISION OF CORPORATIONS
Post Office Box 6327
Tallahassee, Florida 32314

200001382892
-01/18/95--01061--007
***122.50 ***122.50

Re: Articles of Incorporation
THE TY WALKER COMPANY

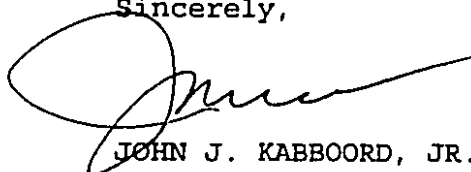
Dear Sir:

Enclosed is the original and one copy of Articles of Incorporation for filing, together with our check in the amount of \$122.50 to cover the necessary filing fees as follows:

Filing Fee	\$ 35.00
Certified Copy	\$ 52.50
Designation Registered Agent	\$ 35.00
TOTAL:	\$122.50

Your assistance is appreciated and should you have any questions, please do not hesitate to contact this office.

Sincerely,



JOHN J. KABBOORD, JR.

Enclosures

C:\WP51\Corpo\Filing.Ltr

SECRETARY OF STATE
TALLAHASSEE, FL.

95 JAN 17 AM 10 40

FILED

MH
1-20-95

**ARTICLES OF INCORPORATION
OF
THE TY WALKER COMPANY**

FILED
95 JAN 17 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this corporation is **THE TY WALKER COMPANY.**

**ARTICLE II
DURATION**

This corporation shall have a perpetual existence commencing upon the filing hereof as provided by Florida Statutes, of these Articles of Incorporation by the Department of State.

**ARTICLE III
PURPOSE**

The nature of the business or purposes to be conducted or promoted are: To engage in the operation and business ventures and enterprises dealing with and/or associated with the entertainment business, including, but not limited to record production, marketing and sales and investments associated therewith; and any and all uses incidental and pertinent and associated therewith. Further, this corporation shall be authorized to engage in any lawful act or activity for which any corporation may be organized under the laws of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

**ARTICLE V
VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE VI
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT**

The mailing address and the address of the initial registered/principal office of this corporation is **1333 Sunset Boulevard, Daytona Beach, Florida 32117** and the name of the initial registered agent of this corporation at that address is **TYRONE C. WALKER, JR..**

**ARTICLE VIII
INITIAL BOARD OF DIRECTORS**

This corporation shall have one director 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. The name and address of the initial Director of this corporation are:

NAME:

ADDRESS:

TYRONE C. WALKER, JR.

**1333 Sunset Boulevard
Daytona Beach, Florida 32117**

**ARTICLE IX
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation are:

NAME:

ADDRESS

TYRONE C. WALKER, JR.

**1333 Sunset Boulevard
Daytona Beach, Florida 32117**

**ARTICLE X
BYLAWS**

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE XI
APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

**ARTICLE XII
COMPENSATION OF DIRECTORS**

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

**ARTICLE XII
INDEMNIFICATION**

This corporation shall, to the fullest extent permitted by Florida law, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said Statute from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said Statute, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled to under any Bylaw, agreement, vote of stockholders, or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such officer, and shall

continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE XIV AMENDMENT

This 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 shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13th day of January, 1995.


TYRONE C. WALKER, JR.

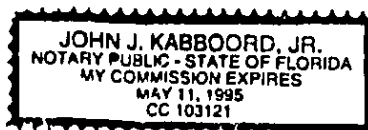
STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **TYRONE C. WALKER, JR.** known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation, and produced Florida driver's license as identification and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 13th day of January, 1995.

Sign: 
Print: John J. Kabboord, Jr.
Notary Public, State of Florida at Large

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
95 JAN 17 AM 10
SECRETARY OF STATE
TALLAHASSEE, FLOR.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THE TY WALKER COMPANY desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Daytona Beach, County of Volusia, State of Florida, has named **TYRONE C. WALKER, JR.** as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


TYRONE C. WALKER, JR.

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TYKE'S RECORDS

P.O. BOX 9054
DAYTONA BCH FL 32120-9054

Telephone (904) 255-8103
Fax (904) 252-5135

Division of Corporations
P.O. BOX 6327
Tallahassee, FL 32314

October 1, 1995

Included is a check for \$35 for filing fee for amendment of article 1 (changing the name of the Corporation) and 8.75 for a certificate of status for records of changing banking accounts name.

If there's a problem please feel free to contact me at the number above or at 904-252-7508 during the daytime. Thank you

Sincerely,



Tyrone C. Walker Jr
President

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-10/16/95--01011--005
*****43.75 *****43.75

FILED
1995 OCT 12 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name change
NFS 10-18-95

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED

1995 OCT 12 PM 1:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Ty Walker Company, Inc.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article I. Change the name of "The Ty Walker Company, Inc."
to Tyke's Records Entertainment Company

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

NONE

THIRD: The date of each amendment's adoption: 10/1/95

FOURTH: Adoption of Amendment(s) (CHECK ONE)

☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were
sufficient for approval by _____"
voting group

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☒ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 1st of October, 19 95.

Signature Tyrone C. Walker Jr.
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Tyrone C. Walker Jr.
Typed or printed name

President / Incorporator
Title