

99500000837

J. HOWARD SHEFFIELD, P. A.
ATTORNEY AT LAW

EFFECTIVE DATE
1-27-95

REAL PROPERTY LAW
WILLS, ESTATES & ESTATE PLANNING
CORPORATION AND BUSINESS LAW
TAXATION

4209 BAYMEADOWS ROAD, SUITE 4
JACKSONVILLE, FLORIDA 32217
TELEPHONE: (904) 733-7900
FACSIMILE: (904) 730-4111

January 27, 1995

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

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-01/30/95--01106--013
***122.50 ***122.50

RE: KAROKE CELEBRATION, INC.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the referenced corporation with resident agent designation attached.

Also enclosed is our check in the amount of \$122.50 for the filing fee as follows:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
Total	<u>\$122.50</u>

FILED
JAN 30 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please return the certified copy to us. Thank you for your assistance.

Very truly yours,

P. Susan Foster

P. Susan Foster

2/2/95
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/sf
Enclosures

ARTICLES OF INCORPORATION

OF

KARAOKE CELEBRATION, INC.

EFFECTIVE DATE
1/27/95

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

ARTICLE I

Name

Section 1.1. Name. The name of the corporation is Karaoke Celebration, Inc.

ARTICLE II

Duration

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

Purposes

Section 3.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV

Capital Stock

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100 shares of voting common stock.

The shares of stock may be issued for such consideration, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and non-assessable.

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95 JAN 30 10 09:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

Principal Office

The principal office and mailing address of the corporation is 500 Hayton Ave., Orange Park, Florida 32073.

ARTICLE VI

Initial Registered Office and Agent

Section 6.1. Name and Address. The street address of the initial registered office of this corporation is 500 Hayton Ave., Orange Park, Florida 32073, and the name of the initial registered agent of this corporation is Roger W. Miller whose address is 500 Hayton Ave., Orange Park, Florida 32073.

ARTICLE VII

Directors

Section 7.1. Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 7.2. Initial Directors and Officers. The names and street addresses of the members of the first board of directors and officers of the corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Roger W. Miller Director/President/Secretary	500 Hayton Ave. Orange Park, Florida 32073

Section 7.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 7.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VIII

Bylaws

Section 8.1 Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX

Incorporator

Section 9.1. Name and Address. The name and street address of the incorporator of this corporation is:

Roger W. Miller

500 Hayton Ave.
Orange Park, Florida 32073

IN WITNESS WHEREOF, the incorporator has executed these Articles the 27th day of January, 1995.



ROGER W. MILLER

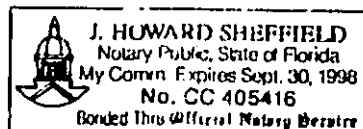
STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 27th day of January, 1995 by Roger W. Miller who is ~~personally known to me or has produced~~ driver's license as identification.



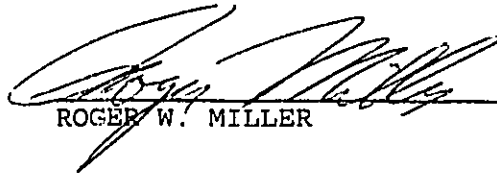
Notary Public J. Howard Sheffield
My Commission expires:



**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with FLA. STAT. Sections 48.091 and 607.0501,
the following is submitted:

Karoke Celebration, Inc., desiring to organize or qualify under
the laws of the State of Florida hereby designates Roger W. Miller
its registered agent to accept service of process within the State
of Florida and the address of its registered office shall be 500
Hayton Ave., Orange Park, Florida 32073.



ROGER W. MILLER

Dated: January 27, 1995

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 my duties.



ROGER W. MILLER

Dated: January 27, 1995

FILED
95 JAN 30 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. HOWARD SHEFFIELD, P. A.
ATTORNEY AT LAW

REAL PROPERTY LAW
WILLS, ESTATES & ESTATE PLANNING
CORPORATION AND BUSINESS LAW
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4209 BAYMEADOWS ROAD, SUITE 4
JACKSONVILLE, FLORIDA 32217
TELEPHONE: (904) 733-7900
FACSIMILE: (904) 730-4111

P95000008637

April 10, 1995

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Amendment to Articles for Karoke Celebration, Inc.

Dear Sirs:

Enclosed please find original and one copy of Articles of Amendment to Articles of Incorporation of Karoke Celebration, Inc. and check in the amount of \$35.00 for the filing fee.

Thank you for your assistance.

Very truly yours,

Susan Foster

P. Susan Foster
Secretary to J. Howard Sheffield

/sf
Enclosures

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 12 AM 10:48

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
KARAOKE CELEBRATION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 12 AM 10:48

KARAOKE CELEBRATION, INC., a Florida corporation, pursuant to the authority contained in Section 607.1006, Florida Statutes (1993), the undersigned President and Secretary of the corporation, hereby files these Articles of Amendment setting forth the following:

1. The name of the corporation is **KARAOKE CELEBRATION, INC.;**
2. By all necessary and appropriate action of the directors and shareholders of the Corporation, Article I of the Corporation's Articles of Incorporation is hereby amended to provide that the name of the corporation shall be:

KARAOKE CELEBRATION, INC.

3. The effective date of this amendment shall be the date of filing with the Department of State;
4. This amendment was adopted by all of the directors and all of the shareholders of the corporation the 5TH day of APRIL, 1995 and the undersigned officers of the corporation have been duly authorized to submit these Articles of Amendment to the corporation's Articles of Incorporation to the Florida Department of State for filing in accordance with Section 607.1006 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned officers of the Corporation have executed this Amendment to Articles the 5TH day of APRIL, 1995.

KARAOKE CELEBRATION, INC.

By: [Signature]
ROGER W. MILLER
Its President

ATTEST:

By: [Signature]
ROGER W. MILLER
Its Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 5 day of April, 1995 by Roger W. Miller, the President and Secretary of Karaoke Celebration, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced FL Lic M460739-53-201 as identification.



[Signature]
Print name:
Notary Public, State of Florida
My Commission Expires: