

P95000027140

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

300001433618
-03/20/95--01039--005
*****70.00 *****70.00

SUBJECT: Roy'l Management Musc, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation, Certificate of Designation of Registered Agent/Registered Office, and a check for seventy dollars (\$70.00).

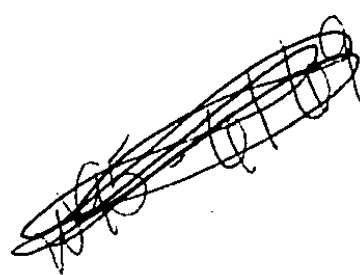
FROM: Name: Terrence Woods
Address: 5082 West Colonial Drive, Suite 162
Orlando, Florida 32808

Telephone: 407-578-7718

EFFECTIVE DATE

3-30-95

FILED
95 APR - 6 AM 7:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



789, 605, 412, 471

T. BROWN APR - 6 1995



FLORIDA DEPARTMENT OF STATE
Sandra B. Morlham
Secretary of State

March 20, 1995

TERRENCE WOODS
5082 W. COLONIAL DRIVE
SUITE 162
ORLANDO, FL 32808

SUBJECT: ROY'L MANAGEMENT MUSIC, INC.
Ref. Number: W9500006169

We have received your document for ROY'L MANAGEMENT MUSIC, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 195A00012420

**ARTICLES OF INCORPORATION
OF
ROY'L MANAGEMENT MUSIC, INC.**

A B CORPORATION FOR PROFIT

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation is the ROY'L MANAGEMENT MUSIC, INC.

EFFECTIVE DATE
3-30-95

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE

The address of the corporation's principal office is 5082 West Colonial Drive, Suite 162, Orlando, Florida 32808.

ARTICLE III - DURATION AND EFFECTIVE DATE

The duration of this Corporation is perpetual, unless dissolved according to law. The effective date of this incorporation shall be March 30, 1995.

ARTICLE IV - EXISTENCE

The existence of this Corporation shall be perpetual.

ARTICLE V - PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE VI - POWERS

- A. To enter into, make perform and carry out contracts of every kind and description in furtherance of its corporate purposes.
- B. To borrow or raise monies for any of the purposes of the Corporation and from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments, and evidence of indebtedness, and to secure the payment of any thereof and of interest thereon by mortgage upon or pledge, conveyance or assigned in trust of the whole or part of the property of the Corporation, whether at the time owed or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the

Corporation for its corporate purposes.

- C. To lend money, invest, and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned and invested with any person, firm or corporation.*
- D. To have one or more offices, and subject to the restrictions or limitations imposed by law, to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property in furtherance of the corporate purposes, in the course of the transaction of the affairs of the Corporation.*
- E. To acquire, construct, convert or expand either existing or future plant and/or facilities and business.*
- F. To have and exercise all powers incidental to the foregoing purposes, and to engage in any lawful activity permitted under the laws of the State of Florida.*

ARTICLE VII - STOCK CORPORATION

The aggregate number of shares which this Corporation shall have authority to issue is 1,000 shares of Class A Common stock at One Dollar (\$1.00) per value per share. Fully-paid stock of this Corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

ARTICLE VIII - SHAREHOLDERS' RIGHTS

Shareholders of the Corporation shall have pre-emptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including, but not limited to, cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the Corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the Corporation.

ARTICLE IX - QUORUM FOR SHAREHOLDERS MEETINGS

Unless otherwise provided for in the Corporation's By-Laws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE X - DISSOLUTION

In the event of dissolution of the Corporation, the President of the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively of the purposes of the Corporation and the benefit of the corporation. Any such assets not so disposed of shall be disposed of by the Circuit Courts of the county in which the principal office of the Corporation is then located, exclusively of such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes as set forth in Article II of this document.

ARTICLE XI - BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of the President and at some time in the future the Corporation may be managed by a Board of Directors, which may have at least three members. The number of directors may be increased or decreased by the Shareholders from time to time as provided in the By-Laws of the Corporation.

ARTICLE XII - DIRECTOR'S CONFLICT OF INTEREST

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association, or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for that purpose without counting the votes or consents of such Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the Corporation.

Common or Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes approves or ratifies such contract or transactions.

ARTICLE XIII - BYLAWS

- A. The President shall prepare the Bylaws of the Corporation.*
- B. The Bylaws shall be effective upon the completion of the Bylaws by the President.*
- C. Subsequent amendments to the Bylaws may be accomplished by the President in writing.*
- D. The Bylaws of the Corporation may be rescinded by the President.*

ARTICLE XIV - EMERGENCY BY-LAWS

The President of the Board of Directors of the Corporation may adopt bylaws to be effective only in an "emergency". An emergency exists if a quorum of the corporation's directors cannot readily be assembled because of some catastrophic event. Emergency bylaws are subject to amendment or repealed by the shareholders, the President, and as well as the directors.

ARTICLE XV - AMENDMENTS

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

ARTICLE XVI - INITIAL REGISTERED OFFICE AND AGENT


The street address of this Corporations initial registered office in Florida is 200 East Robinson Street, Orlando, FL 32801, and the name of its initial registered agent at that address is Cynthia Cartwright.

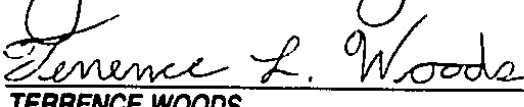
ARTICLE XVII - INCORPORATORS

The names and addresses of the incorporators are:

NAME	ADDRESS
CYNTHIA CARTWRIGHT, ESQ.:	200 East Robinson Street, #825 Orlando, FL 32801
TERRENCE WOODS:	5082 West Colonial Drive, Suite 162 Orlando, Florida 32808

IN WITNESS WHEREOF, the undersigned has made and subscribed to the Article of Incorporation at Orlando, Florida, on this 30th day of March 1995.


CYNTHIA CARTWRIGHT, ESQ.


TERRENCE WOODS

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

TO: Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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 office/registered agent, in the state of Florida.

1. The name of the corporation is: Roy'l Management Music, Inc.

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

Cynthia Cartwright, ESQ.
200 East Robinson Street, Suite 825
Orlando, FL 32801

Having been named registered agent and to accept service of process for the above state 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:

Cynthia Cartwright

Date: March 30, 1995

FILED
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TALLAHASSEE, FLORIDA