

P95000032441

18 April, 1995

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

Subject: SOUTH STAGE PRODUCTION, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$70.00 to cover Filing Fee and Designation of Registered Agent.

From: Curtis Howard
C/O Roy Voss (Office Assistant)
Route 4 Box 587
Alachua, Florida 32615

(904) 462 1955

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
SOUTH STAGE PRODUCTION, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I
NAME

The name of the corporation is SOUTH STAGE PRODUCTION, INC.

ARTICLE II
DURATION

The period of duration is perpetual.

ARTICLE III
PURPOSE

The general nature and purpose of business to be transacted, promoted, and carried on by the corporation are as follows:

a. To engage in the promotion and distribution of services and material related to the music and entertainment business, including production, direction and management of entertainers and other entertainment related practitioners.

b. To conduct business in, have one or more offices in, the State of Florida and in all other states and countries.

c. To collect debts and borrow money, issue or sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfer of corporate indebtedness as required.

d. To engage in any other activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

The corporation is authorized to issue 1000 shares, all of one class, of no par value.

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ARTICLE V
INITIAL REGISTERED AGENT AND
PRINCIPAL OFFICE

The name and address of the initial registered agent and principal office of this corporation are as follows:

The initial registered agent is: CURTIS J. HOWARD. The address of the registered agent is: 1825 S.W. 67th Terrace, Apt. A, Gainesville, FL. 32607.

The principal office of the corporation is: 3131 N.W. 13th St., Suite 54, Gainesville, FL. 32609.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased from time to time by amendment of the bylaws of the corporation in the manner provided by law.

The name and address of the initial director of this corporation is:

| <u>Name</u> | <u>Address</u> |
|------------------|--|
| Curtis J. Howard | 3131 N.W. 13th Street, Suite 54 Gainesville, FL. 32609. |

ARTICLE VII
INCORPORATOR

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

| <u>Name</u> | <u>Address</u> |
|------------------|--|
| Curtis J. Howard | 3131 N.W. 13th Street, Suite 54 Gainesville, FL. 32609. |

**ARTICLE VIII
CUMULATIVE VOTING**

In any election of directors by the shareholders, such shareholder of record shall have the right to cumulate his shares and to give one candidate as many votes as the number of directors to be elected multiplied by the number of shares it equals, or to distribute them on the same principle among as many candidates as he sees fit, provided however, that notice shall be given by any shareholder to the President or a Vice-President of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to cumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the bylaws of the corporation.

**ARTICLE IX
PRE-EMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind, or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

**ARTICLE X
AMENDMENT OF ARTICLES**

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.

The power to adopt, alter, amend, or repeal the Articles of Incorporation of this corporation shall be vested in the Board of Directors by a majority of votes.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 22 day of March, 1995.


CURTIS J. HOWARD
Incorporator

I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for this corporation.

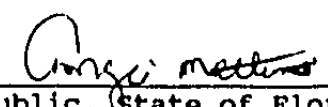

CURTIS J. HOWARD
Registered Agent

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 22nd day of March, 1995, by CURTIS J. HOWARD, who is personally known to me or has produced a driver's license as identification and who did take an oath that he signed the foregoing instrument as INCORPORATOR.

My commission expires:

NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES ON 03/31/97
JULIUS H. HARRIS, Notary Public

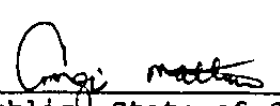

Notary Public, State of Florida

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 22nd day of March, 1995, by CURTIS J. HOWARD, who is personally known to me or has produced a driver's license as identification and who did take an oath that he signed the foregoing instrument as REGISTERED AGENT.

My commission expires:

NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES ON 03/31/97
JULIUS H. HARRIS, Notary Public


Notary Public, State of Florida