

Roy R. Levine, Jr.
Attorney at Law

940 Highland Avenue
Orlando, Florida 32803

Telephone (407) 422-3116
Telecoplor (407) 422-9163

May 10, 1995

P950000 41262

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

RE: Tobias Communications, Inc. - Articles of Incorporation

Dear Sirs:

Enclosed are the Articles of Incorporation (original and one copy) for Tobias Communications, Inc., along with the filing fee of \$122.50.

Please return a certified copy of the Articles to my attention once filing is complete.

Thank you for your cooperation.

700001487737
-05/15/95 -01084--011
****122.50 ****122.50

Sincerely,



Roy R. Levine, Jr.

RRL/nm
Encl.

~~1015-10472~~

DMC
5/17/95

EFFECTIVE DATE
5-22-95

FILED
95 MAY 25 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 17, 1995

ROY R. LEVINE, JR.
ATTORNEY AT LAW
940 HIGHLAND AVENUE
ORLANDO, FL 32803

SUBJECT: TOBIAS COMMUNICATIONS, INC.
Ref. Number: W95000010472

We have received your document for TOBIAS COMMUNICATIONS, INC. and your check(s) totaling \$122.50. 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.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 995A00025362

Roy R. Levine, Jr.

Attorney at Law

940 Highland Avenue
Orlando, Florida 32803

Telephone (407) 422-3116
Telecopier (407) 422-9163

May 22, 1995

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

RE: Tobias Communications, Inc.

Dear Sirs:

As requested, I am enclosing the original and one copy of the Articles of Incorporation of Tobias Communications, Inc. with a corrected effective date, along with your letter of May 17, 1995.

Sincerely,

A handwritten signature in black ink, appearing to read "Roy R. Levine, Jr.", with a stylized flourish at the end.

Roy R. Levine, Jr.

RRL/nm
Encl.

**ARTICLES OF INCORPORATION
OF
TOBIAS COMMUNICATIONS, INC.**

FILED
95 MAY 25 AM 11:28
RECORDS OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

EFFECTIVE DATE

5-22-95

ARTICLE I. NAME

The name of this corporation is: Tobias Communications, Inc. The address of the principal corporate office is: 5021 Eggleston, Suite "B", Orlando, Florida 32804. The mailing address of the corporation is the same. The address of the Registered Agent is 940 Highland Avenue, Orlando, Florida, 32803.

ARTICLE II. PERMITTED BUSINESS AND ACTIVITIES

The general nature of the business to be transacted by this corporation is to engage in every aspect and phase of the business of music publishing, and engage in every aspect and phase of any related business.

This corporation may engage in every phase of any and all activities or businesses permitted by the laws of the United States and the State of Florida or any other state, territory, district or possession of the United States and all such activities or businesses may be permitted in any foreign country. Without limiting the generality of the foregoing, the corporation shall have power to:

(a) Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchise in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries.

(b) Purchase the corporate assets of any other corporation and engage in the same character of business.

(c) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interests thereunder or therein.

(d) Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

(e) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government and while owner of such stock to exercise all the right, powers and privileges of ownership, including the right to vote such stock.

(f) Purchase, hold, sell and transfer shares of its own capital stock from the surplus of its assets over its liabilities, including capital. Shares of its own capital stock, owned by this corporation, shall not be voted directly or indirectly or counted as outstanding for the purpose of any shareholders' quorum or vote.

(g) Contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences or indebtedness, and execute such mortgages, transfers or corporate property or other instruments, to secure the payment of corporate indebtedness as required.

(h) Make gifts for education, scientific or charitable purposes.

(i) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding against liability for their good faith acts and omissions to the extent provided by law.

(j) Purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability asserted against him and incurred by him in any

such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of subsection (i) hereof.

(k) Enter into general partnership, limited partnerships (whether the corporation be a limited or general partner), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth in this certificate of corporation, jointly or in common with others, so long as the participating corporation, person or association would have power to do so alone.

The foregoing clauses are both purposes and powers, and the foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the corporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock, having a par value of \$ 1.00 per share. The consideration to be paid for each share shall be as fixed by the Board of Directors and may take the form of services rendered, cash, property or any other form of value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV. TERM OF INSURANCE

This corporation is to exist perpetually, beginning May 22 , 1995.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is: 940 Highland Avenue , Orlando, Florida, 32803, and the name of the corporation's initial registered agent is Roy R. Levine, Jr., Esquire. The Board of Directors may from time to time move the registered office to any other address in Florida. Roy R. Levine, Jr., by his signature

attached hereto, does hereby acknowledge that he is familiar with and accepts the duties and responsibilities as registered agent for said corporation.

ARTICLE VI. DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time, as provided in the bylaws.

ARTICLE VII. DIRECTORS' POWERS

The Board of Directors shall have the power to fix or change salaries of the directors as directors and officers, to permit contracts or other transactions between the corporation and one or more of its directors individually or businesses in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not consistent with these Articles or with any bylaws that may be adopted by the shareholders.

Without limiting the generality of the foregoing, no contract or other transaction between this corporation and one or more of its directors, or between this corporation and any other firm of which one or more of its directors are members or employees, or in which they are interested, or between this corporation and any other corporation, association, or other enterprise of which one or more of its directors are shareholders, members, directors, officers, or employees or in which they are interested, shall be deemed to be invalid because of the presence of such director or directors at the meeting or the Board of Directors of this corporation, which acts upon, or in reference to, such contract or transactions, or because of his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors, and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors (such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating

the majority necessary to carry such a vote). This paragraph shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common or statutory law applicable thereto.

ARTICLE VIII. ORIGINAL DIRECTORS

The name and street address of the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Mark T. Joeckel	5021 Eggleston, Suite "B" Orlando, Florida 32804
Kristy Joeckel	5021 Eggleston, Suite "B" Orlando, Florida 32804
James M. Katt	5021 Eggleston, Suite "3" Orlando, Florida 32804

Members of the first Board of Directors shall serve until their successors are elected or appointed and have qualified.

ARTICLE IX. INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
Mark T. Joeckel	5021 Eggleston, Suite "B" Orlando, Florida, 32804

The incorporator of these Articles of Incorporation hereby assigns to this corporation any and all of his rights to constitute a corporation.


ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law; and all rights conferred on shareholders herein are granted and subject to this reservation. These Articles may be amended prior to issuance of the stock of this corporation by the unanimous approval or consent

of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon or in such other manner as may be provided by law.

**ARTICLE XI. ACTION OF SHAREHOLDERS
WITHOUT MEETING**

No action of the shareholders may be taken without a meeting unless a consent, in writing, setting forth the action so taken, shall be signed by all of the shareholders of the corporation and filed with the Secretary of the corporation as part of the corporate records. It is not necessary that all shareholders sign the same document.



Mark T. Joeckel
Incorporator

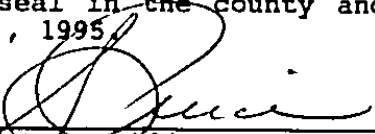
**STATE OF FLORIDA
COUNTY OF ORANGE**

I hereby certify that on this day, before me, a notary public duly authorized in the state and county named above to take acknowledgements, personally appeared Mark T. Joeckel, to me known or who has presented _____ as identification, as the person described as incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this 28th day of April, 1995.




OFFICIAL SEAL
S. PIERCE
My Commission Expires
Dec. 9, 1996
Comm. No. CC 245452



Notary Public, State of Florida
S. Pierce
Printed Name of Notary
Commission No.: 10245452
Commission Expires: 12-9-96

REGISTERED AGENT

I, Roy R. Levine, Jr., do hereby state that I am familiar with the duties and responsibilities of the registered agent, and do hereby accept the duties and responsibilities of registered agent of this corporation.


Roy R. Levine, Jr., Esquire

STATE OF FLORIDA

COUNTY OF Orange

Sworn to and subscribed before me this 28th day of April, 1995, by Roy R. Levine, Jr., Esquire, personally known to me or who has presented _____ as identification.



OFFICIAL SEAL
S. PIERCE
My Commission Expires
Dec. 9, 1996
Comm. No. CC 245452


Notary Public, State of Florida

S. Pierce
Printed Name of Notary
Commission No.: CC 245452
Commission Expires: 12-9-96

FILED
95 MAY 25 AM 11:28
TALLAHASSEE, FLORIDA