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FILED
95 MAY 25 PM 4:05
SEC. OF STATE
TALLAHASSEE, FLORIDA

4-28-95

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

100001499501
-05/26/95--01003--003
****122.50 ****122.50

Gentlemen:

Enclosed please find Articles of Incorporation and accompanying checks for the following:

Music Management Corporation: check # 2565

Madhouse Productions, Inc.: check # 2564

Loud Moon, inc.; check # 2563

Each check for \$122.50 includes filing fees and cost of a certified copies.

Please direct correspondence to our mailing address which is:

Post Office Box 547851
Orlando, Florida 32854

Thank you.

S.R. McCarthy
S.R. McCarthy

D. BROWN MAY 31 1995

ARTICLES OF INCORPORATION
OF
MADHOUSE PRODUCTIONS, INC.

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TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such Corporation.

ARTICLE I - NAME

The name of the Corporation shall be **MADHOUSE PRODUCTIONS, INC.**

ARTICLE II- TERM OF EXISTENCE

The period of duration of the Corporation is perpetual.

ARTICLE III - NATURE OF BUSINESS

The purpose for which the Corporation is organized is to do all things that are not forbidden by the Florida Corporation Laws or by other laws or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the laws of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE IV - CAPITAL STOCK

Number. The aggregate number of shares that the Corporation shall have the authority to issue is 1,000 (One Thousand) shares of Capital Stock with a par value of \$1.00 (One Dollar) per share.

Stated Capital. 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.

Dividends. The holder(s) of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the Corporation.

ARTICLE V - REGISTERED OFFICE AND AGENT

The initial street address in Florida of the initial and principal office of the Corporation is 5522 B Cinderlane Parkway, Orlando, Florida 32808, and the name of the initial registered agent at such an address is J. CONRAD HAWTHORNE and his signature below connotes acceptance.

ARTICLE VI - DIRECTORS

The initial Board of Directors and Officers shall consist of one (1) member, who need not be a resident of the State of Florida or a Shareholder of the Corporation.

The name and address of the persons who shall serve as an officer until the first annual meeting of shareholders or until a successor has been elected and qualified is as follows:

<u>NAME</u>	<u>ADDRESS</u>
J. CONRAD HAWTHORNE	5522 B Cinderlane Parkway
PRESIDENT	Orlando, Florida 32808

ARTICLE VII - INCORPORATOR

The name and address of the initial incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
J. CONRAD HAWTHORNE	5522 Cinderlane Parkway
	Orlando, Florida 32808

ARTICLE VIII - AMENDMENTS

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting, with not less than a two-thirds vote of the common stock.

ARTICLE IX - PREEMPTIVE RIGHTS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this Corporation as may be issued for money or any stock or services, from time to time, in addition to that stock authorized and issued by the Corporation.

The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation on the 28 day of April 1995.

J. Conrad Hawthorne
J. CONRAD HAWTHORNE

Incorporator

J. Conrad Hawthorne
J. CONRAD HAWTHORNE

Registered Agent

STATE OF FLORIDA

COUNTY OF ORANGE

The aforementioned person appeared before me on this 28 day of April, 1995, who is personally known to me to be J. Conrad Hawthorne.

NOTARY PUBLIC
My Commission Expires:

