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Leahy & Associates, P.A.  
A Professional Association

Timothy B. Leahy, Esquire

26 April 1995

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: Filing of a Corporation

Dear Sir(s):

Please find enclosed the original Articles of Incorporation for MEGA STATE, INC., and one copy of said Articles of Incorporation. Also please find enclosed my check in the amount of \$122.50 to cover the cost involved in the filing of MEGA STATE, INC., as a corporation. Please send all things that will be sent from your office that involve the above corporation to the offices of Timothy B. Leahy, Esquire, located at 535 Central Avenue, Suite 300, St. Petersburg, Florida 33701.


Thank you for your cooperation concerning this matter. If you have any questions, please feel free to contact me.

Sincerely,



Timothy B. Leahy, Esquire  
Attorney At Law  
Enclosures  
TBL/dw

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-06/25/95-01051--018  
\*\*\*122.50 \*\*\*122.50

7/5/95  


ARTICLES OF INCORPORATION

OF

MEGA STAR, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is MEGA STAR, INC.

ARTICLE II

This corporation shall be formed and its existence shall be in perpetuity.

ARTICLE III

The purposes for which the corporation is organized and the nature of its business is the production and distribution of musical recordings, booking of bands and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

The aggregate number of shares that the corporation is authorized to issue is One Thousand Share (1,000.00), all of which shall be common shares and shall have a par value of one dollar (\$1.00) per share. The Corporation is authorized to issue only one class of stock.

ARTICLE V

The street address of the initial registered office of the corporation is 535 Central Avenue, Suite 300, St. Petersburg, Florida 33701 and the name of the initial registered at that address is Timothy B. Leahy.

ARTICLE VI

The initial Board of Directors of the Corporation shall consist of one (1) members. The name and addresses of each person who is to serve as a member of the initial Board of Directors is:

NAME

ADDRESS

SUSANNE SCHUMACHER

3212 Coquina Key, Dr., S.E.  
St. Petersburg, Florida 33705

The Board of Directors shall consist of no less than one (1) director and no more than nine (9) directors. The number of directors may be altered at any time by a unanimous vote of the existing Board of Directors.

#### ARTICLE VII

The name and address of each incorporators is:

<u>NAMES</u>	<u>ADDRESS</u>
TIMOTHY B. LEAHY	535 Central Avenue, Suite 300 St. Petersburg, FL 33710

The address of the principle office of the corporation shall be 535 Central Avenue, Suite 300 St. Petersburg, Florida 33701.

#### ARTICLE VIII

The initial officers of the corporation shall be EWALD SCHUMACHER, President, Secretary, Treasurer.

#### ARTICLE IX

The initial shareholders of the corporation and their respective shares shall be AARTON, INC., one thousand (1000) shares.

#### ARTICLE X

At any meeting of shareholders called expressly for the purpose, any director or directors may be removed from office, with or without cause, by majority vote or at any regular board meeting, regular meeting or shareholders, or special meeting called for that specific purpose.

#### ARTICLE XI

The effective date of this corporation is June 29, 1995.

EXECUTED by the undersigned at St. Petersburg, Florida, this  
28 day of June, 1995.

  
TIMOTHY B. LEAHY, Incorporator

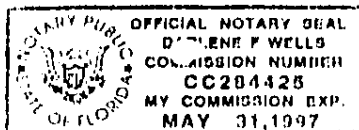
STATE OF FLORIDA

COUNTY OF PINELLAS

Before me, the undersigned authority, personally appeared TIMOTHY B. LEAHY, to me (known) (not known), and, being first duly

sworn, stated that they are the above named incorporator(s) and that they executed the foregoing Articles of Incorporation on the date first above written.

SWORN TO AND SUBSCRIBED before me on this 28 day of June, 1995 by TIMOTHY B. LEAHY who is personally (known) (not known) to or who has produced \_\_\_\_\_ an identification and who did take an oath.



NOTARY PUBLIC  
SIGN Darlene F. Wells  
PRINT Darlene F. Wells  
State of Florida at Large (Seal)  
My Commission expires:

#### ACCEPTANCE OF REGISTERED AGENT

Been named as registered agent and to accept service of process for the above stated corporation of 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 complete performance of my duties, and I am familiar with and accept of my position as registered under Florida Statute 607 including Florida Statute 607.0505.

Timothy B. Leahy  
TIMOTHY B. LEAHY  
Resident Agent