

P95000065203

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

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STATE
TALLAHASSEE

95-1-23 PM 12:16

REQUEST TAKEN CONFIRMED APPROVED

DATE

TIME

BY

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WALK-IN 9/9 12:00
Will Pick Up

RE

State Fund Transactions
E Inc.

C C FEE DISBURSED

Capital Express™
✓ Art of Inc. File
Corp. Record Search
Ltd. Partnership File
Foreign Corp. File
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Art of Amend. File
Dissolution/Withdrawal
C U S
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Name Reservation
Annual Report/Reinstatement
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UCC 1 or 3 File
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UCC 11 Retrieval
File No. s Copies
Courier Service
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FAX () pgs

SUBTOTALS

| | |
|--------------------------------|----|
| FEE..... | \$ |
| DISBURSED..... | \$ |
| SURCHARGE..... | \$ |
| TAX on corporate supplies..... | \$ |
| SUBTOTAL | \$ |
| PREPAID..... | \$ |
| BALANCE DUE | \$ |
| | \$ |

Please remit invoice number with payment
TERMS NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days 18% per Annum

THANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE

August 7, 1995

Sandra B. Mortham
Secretary of State

CAPITAL CONNECTION
P.O. BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: SLOW GRIND PRODUCTIONS, INC.
Ref. Number: W95000015847

We have received your document for SLOW GRIND PRODUCTIONS, 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):

You must list at least one incorporator with a complete business street address.

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) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 795A00036891

Corrected

ARTICLES OF INCORPORATION
OF

SLOW GRIND PRODUCTIONS, INC.

FILED
STATE
CORPORATIONS
95 MAR 23 PM 12:15

We, the undersigned subscriber to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

Name of Corporation

The name of the corporation shall be SLOW GRIND PRODUCTIONS, Inc.

ARTICLE II

Nature of Business

The general nature of the business to be transacted by this corporation is to develop, operate a company engaged in the business of creation, manufacturing, marketing, selling, and/or distributing record agents of music which are prepared or compiled in various modes including phonographs, compact disks, laser disks, video, and other electronic means, together with owning, leasing and renting personal and real property acquired for use in the aforementioned general nature of business. This corporation will also engage in any other activities or business permitted under the laws of the United States and the State of Florida.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, manage, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind and description except that it is not to conduct

a banking, safe deposit, trust, insurance, surety, express railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

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

To produce corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences or indebtedness created by other corporations of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges or ownership, including the right to vote such stock.

ARTICLE III

Stock

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 20,000 shares of Preferred and/or Common Stock at Sixty Cents (\$0.60) par value with preemptive rights.

A. Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the

corporation for all issues of the one class of common 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, acquisition of other corporations shares or property through merger or extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

B. This Article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders.

C. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation.

D. There shall be no more than fifteen (15) shareholders of this corporation at any time. Said shareholders may be real persons and/or legal entities such as corporations, associations, or partnerships.

ARTICLE IV

Term of Existence

This corporation is to exist perpetually.

ARTICLE V

Principal Place of Business

The initial street address of the principal office of this corporation is 5764 Cleveland Road, Jacksonville, Duval County, Florida 32209. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VI

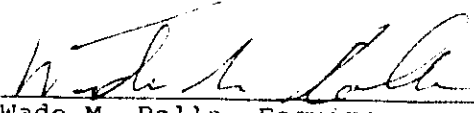
Directors

The business affairs of the corporation shall be a President, one or more Vice-Presidents, a Secretary, and a Treasurer elected by shareholders as provided by the By-Laws of the corporation. The shareholders may designate in the By-Laws for the deletion of the office of the Vice-President.

ARTICLE VIII

Registered Agent

The initial designation of the registered agent office of this corporation shall be Wade M. Rolle, Esquire, 4730 Norwood Avenue, Jacksonville, Duval County, Florida 32206. Pursuant to Florida Statutes Section 607.164, having been named to accept process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Wade M. Rolle, Esquire

ARTICLE IX

Amendment

The Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by a majority vote of the shareholders based on a majority of the stock entitled to vote thereon, unless all the shareholders sign a written statement manifesting their intention that a certain amendment of

these Articles of Incorporation be made.

IN WITNESS WHEREOF, Reginald Tribune and Keith Roberts, the incorporators, has hereunto set his hand and seal this ____ day of August 9, 1995.

Reginald Tribune
REGINALD TRIBUNE, Incorporator
5764 Cleveland Road, Jacksonville,
Duval County, FL 32209

Keith Roberts
KEITH ROBERTS

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared, REGINALD TRIBUNE and KEITH ROBERTS, who, after first being duly sworn, deposes and says that he is the person described in the foregoing Articles of Incorporation and he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 9th day of August, 1995.

Harrel T. Eggs
NOTARY PUBLIC
My commission expires:

HARREL T. EGGS
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires Sept. 25, 1996
Commission No. CC138722