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ENTERTAINMENT LAW OFFICES

of
William L. Whitacre

ATTORNEY AT LAW

DISNEY/MGM STUDIOS, BUNGALOW 4
POST OFFICE BOX 22808, LAKE BUENA VISTA, FL, USA 32830
TEL. (407) 560-8041 FAX (407) 560-8377

January 11, 1996

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

Re: **DAWGMAN ENTERTAINMENT, INC.**

Enclosed please find an original and one copy of the Articles of Incorporation for the above for profit corporation, and a check in the amount of \$122.50.00 for the filing fees.

Thank you for your assistance in filing same and returning a certified copy to:

William L. Whitacre
Disney/MGM Studios, Bungalow 4
Post Office Box 22808
Lake Buena Vista, FL USA 32830
Telephone (407) 560-8041

Very truly yours,



William L. Whitacre

WLW/ww

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

GB 1/19/96

**ARTICLES OF INCORPORATION
OF
DAWGMAN ENTERTAINMENT, INC.**

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, files these Articles of Incorporation to form a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the corporation shall be:
DAWGMAN ENTERTAINMENT, Inc.

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TALLAHASSEE FLORIDA

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and the mailing address of the corporation shall be:

5008 Londonderry Court
Orlando, Florida 32808

**ARTICLE III
CAPITAL STOCK**

The number of shares of stock that the corporation is authorized to have outstanding at any one time is 10,000 shares at a par value of \$1.00 per share.

ARTICLE IV
INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

William L. Whitacre, Esquire
Bungalow 4, Disney/MGM Studios
Post Office Box 22808
Lake Buena Vista, Florida 32830

ARTICLE V
TERM OF EXISTENCE

This corporation shall have perpetual existence unless voluntarily dissolved according to law.

ARTICLE VI
INCORPORATOR

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

William L. Whitacre, Esquire
Bungalow 4, Disney/MGM Studios
Post Office Box 22808
Lake Buena Vista, Florida 32830

ARTICLE VII
OFFICERS

The initial officers of the corporation shall be:

President/ Secretary /Treasurer:
Darron Spencer

ARTICLE VIII
DIRECTORS

There shall be no directors initially. The number of directors may be changed from time to time in accordance with the By Laws.

ARTICLE IX
PURPOSE

The purpose for which this corporation is formed is to conduct all lawful business authorized by the State of Florida and the laws of the United States, including, but not limited to the following:

The acquisition, development, production, publishing, marketing, management, and promotion of musical compositions, and musical artists and all rights related thereto, both for the corporation, and for third parties.

ARTICLE X
MANAGEMENT

The affairs of the corporation shall be managed by the shareholders in accordance with the By Laws and rules of procedure adopted at the initial meeting of the Corporation.

The undersigned has executed these Articles of Incorporation this 10th day of January, 1996.



William L. Whitacre
Incorporator
Bungalow 4, Disney/MGM Studios
Post Office Box 22808
Lake Buena Vista, Florida 32830

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

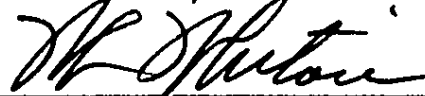
Pursuant to the provisions of section 607.0501 Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent in the State of Florida.

1. The name of the Corporation is:

DAWGMAN ENTERTAINMENT, Inc.

2. The name and address of the registered agent and office is:

William L. Whitacre, Esquire
Bungalow 4, Disney/MGM Studios
Post Office Box 22808
Lake Buena Vista, Florida 32830



William L. Whitacre
Registered Agent
January 10, 1996

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT 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 AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



William L. Whitacre
Registered Agent
January 10, 1996

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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