

P96000011371

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

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: For Fee Records, No

96 FEB -6 PM 12:16

RECEIVED
 TALLAHASSEE, FLORIDA

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<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
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<input type="checkbox"/> Dissolution/Withdrawal		
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<input type="checkbox"/> Name Reservation	600001708026	
<input type="checkbox"/> Annual Report/Reinstatement	02/06/96==01096==004	
<input type="checkbox"/> Reg. Agent Service	****122.50 ****122.50	
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
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<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
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<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		

SUBTOTALS _____

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

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	2/6/96		
TIME	11:00 AM		CK No. _____
BY	CD		

WALK-IN
 Will Pick Up _____

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

ARTICLES OF INCORPORATION
OF
FAT FREE RECORDS, INC.

96 FEB -6 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation being natural persons competent to contract, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be
FAT FREE RECORDS, INC.

ARTICLE II

PURPOSE AND POWERS

This corporation shall be organized for the purpose of conducting and engaging in any lawful business activity which is not inconsistent with the laws of the State of Florida and the United States of America. The general powers of the corporation include but are not limited to the following:

- (1) To sue and be sued, complain, and defend in its corporate name;

(2) To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it;

(3) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;

(4) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property;

(5) To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute, 607.0833;

(6) To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity;

(7) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty

and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation;

(8) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;

(9) To conduct its business, locate offices, and exercise the powers granted by this act within or without this state;

(10) To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit;

(11) To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for managing the business and regulating the affairs of the corporation;

(12) To make donations for the public welfare or for charitable, scientific, or educational purposes;

(13) To transact any lawful business that will aid governmental policy;

(14) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;

(15) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries;

(16) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; and

(17) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in any way limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE III

EXISTENCE & EFFECTIVE DATE

The corporation shall have perpetual existence. These Articles of Incorporation shall be effective upon the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE IV

ADDRESS

The street address of the principal office of this Corporation shall be 11875 High Tech Avenue, Suite 250, Orlando, Florida 32817. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it shall determine.

ARTICLE V

CAPITAL STOCK

The authorized capital stock of this Corporation shall consist of 100,000 shares of No par value (0) voting Common Stock.

ARTICLE VI

PREEMPTIVE RIGHTS, CUMULATIVE VOTING

Holders of the capital stock of the Corporation shall not have the preemptive rights to purchase any new shares of Stock or securities, or rights to acquire Stock or securities of the Corporation. Cumulative voting shall not be allowed in the election of directors or for any other purpose.

ARTICLE VII

REGISTERED OFFICE & REGISTERED AGENT

The registered agent of this corporation shall be Richard R. Baker, Esquire. The address of the registered agent and registered office shall be 2431 Aloma Avenue, Suite 120, Winter Park, Florida 32792.

ARTICLE VIII

INCORPORATORS

The name and address of the Incorporator is:

Stephen Norris as President of CHAMELEON ENTERTAINMENT, INC.
11875 High Tech Avenue, Suite 250, Orlando, Florida 32817.

ARTICLE IX

DIRECTORS

This Corporation shall have no less than one director and no more than five. The number on the Board shall be set from time to time by the Board of Directors of the Corporation, or by the stockholders at the annual or special meeting thereof.

ARTICLE X

OFFICERS

The officers of the Corporation shall be a Chief Executive Officer, President, Vice-President, Secretary and a Treasurer, and such other officers or agents as may be appointed by the Board of Directors. All officers, agents or employees as may be necessary shall be chosen in such a manner, for such a time, and have such duties as may be described by the By-Laws or determined by the Board of Directors.

ARTICLE XI

INDEMNIFICATION

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is, or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees, judgments, fines, and amounts paid in settlement) actually and reasonably incurred by him in connection with such action, suit or proceeding, including appeals, unless he acted with gross negligence or willful misconduct.

Determination of any action, suit or proceeding by judgment, order, settlement or conviction shall not create a presumption that the person acted with gross negligence or willful misconduct. The determination of whether a person acted within the standard described above shall be made in one of the following matters:

- i. A majority vote of a quorum of directors who were not parties to the action, suit, or proceeding; or
- ii. If a majority of the disinterested directors so requests, by independent legal counsel in a written opinion, or
- iii. If a majority of the disinterested directors so requests, by a qualified independent arbitrator.

Success on the merits in defense of any action, suit or proceeding shall be determinative that the person acted within the necessary standard of conduct and no further determination shall be necessary.

Expenses, including attorney's fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation, in advance of the final disposition of such action, suit or proceeding, upon a preliminary determination by the disinterested board members that the person did not act with gross negligence or willful misconduct, upon receipt of an undertaking by such person to repay such amount upon any ultimate determination that he acted with gross negligence or willful misconduct.

Indemnification as provided hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent and shall insure to the benefit of his heirs, executors, administrators, and assigns.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is, or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation,

partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of the status as such, whether or not Corporation has the power to indemnify him against such liability under the provisions of this section.

ARTICLE XII

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided for by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, we, the undersigned incorporator, hereby set our hands and seal this 1st day of February, 1996, to these Articles of Incorporation to make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida and certify that the facts herein stated are true.



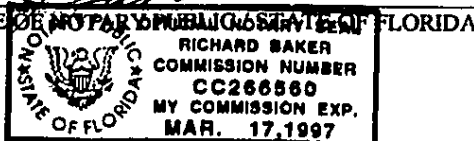
Mr. Stephen C. Norris, as President of CHAMELEON ENTERTAINMENT, INC.

STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, an officer duly authorized to administer oaths and take acknowledgments in the aforesaid State and County personally appeared **Stephen C. Norris, as President of CHAMELEON ENTERTAINMENT, INC.**, well known to me to be the persons described in the foregoing instrument and they personally acknowledged before me that they executed these Articles of Incorporation for the purposes expressed therein.

WITNESS my hand and official seal in the aforesaid State and County this 1st day of February, 1996.

NOTARY BLOCK & SEAL:



RICHARD BAKER

FAT FREE RECORDS, INC.

96 FEB -6 11:12:15

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

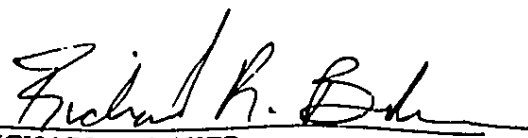
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That FAT FREE RECORDS, INC., qualified to do business under the laws of the State of Florida with its principal office at 11875 High Tech Avenue, Orlando, Florida 32817, County of Orange, State of Florida, has appointed Richard R. Baker, Esquire, at 2431 Aloma Avenue, Suite 120, Winter Park, Florida 32792, County of Orange, State of, County of Orange, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I acknowledge that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Dated: FEBRUARY 1, 1996


RICHARD R. BAKER
Agent