

P96000013037

TRANSMITTAL LETTER

DATE: February 1, 1996
TO: Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314
SUBJECT: Direct Media Services Corporation

900001709199
-02/07/96--01043--021
****131.25 ****131.25

Enclosed is an original and two copies of the articles of incorporation and a check for \$131.25 for the filing fee, certified copy and certificate.

FROM: Byron Lancaster
2502 North Rocky Point Drive
Suite 1000
Tampa, Florida 33607
(813) 289-4014

FEB 12 1996 BSR

FILED
65 FEB -7 AM 11:44
SEC. OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
FOR
DIRECT MEDIA SERVICES CORPORATION

FILED

96 FEB -7 AM 11:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I:

The name of this Corporation shall be:

DIRECT MEDIA SERVICES CORPORATION

ARTICLE II:

The general nature of the business of this Corporation shall be to publish, record, and distribute at wholesale, retail or otherwise, all types of music products, and to do all things requisite in connection therewith.

To do any and all other things legal and lawful under the laws of the State of Florida within the general powers conferred by the laws of the State of Florida upon corporations organized for profit.

ARTICLE III:

The authorized capital of this Corporation shall be One Million (1,000,000) shares of common stock, par value of One Cent (\$.01) per share.

All such stock shall be non assessable, issued at and for such consideration, whether the same be cash, services, property, labor or otherwise, and upon such terms and conditions as may be fixed from time to time by the Board of Directors.

The Board of Directors, in its discretion, may declare and pay dividends to holders of the common stock, share and share alike, out of the earnings of this Corporation, after making provision, if any, as the Board of Directors may deem necessary, for working capital, for additional improvements to its property and assets, and for the general expansion of its business. Said dividends shall be in such amounts, and declared and paid at such times as shall be fixed by the Board of Directors in its discretion.

No holder of any class of common stock of this Corporation, or of any other class of stock which may hereafter be created, shall be entitled as such, as a matter of right, to subscribe for or purchase any part of any

new or additional issue of stock of any class whatsoever, whether now or hereafter authorized, or of any securities convertible into stock of any class whatsoever, whether now or hereafter authorized, or whether issued for cash, property, services or by way of dividends, and all such rights are waived by each holder of each class of common stock and of any other class of stock which may hereafter be created; however, any such unissued stock, or such authorized issue of new stock of any class, or of any securities convertible into stock of any class, may be issued and disposed of, pursuant to a resolution of the Board of Directors, to such other persons, corporations or otherwise, upon such terms and conditions as may be deemed advisable by the Board of Directors in the exercise of its discretion, but subject to the provisions of this Certificate of Incorporation.

ARTICLE IV: Voting Rights.

Each holder of common stock of any class shall be entitled to one (1) vote for each share held on all matters requiring or desiring stockholder vote without cumulative rights, and a majority of such vote shall prevail on all issues.

ARTICLE V: Capital.

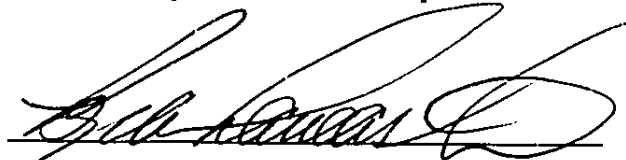
The amount of capital with which this Corporation shall begin shall be not less than Five Hundred Dollars (\$500.00).

ARTICLE VI:

This Corporation shall have perpetual existence unless sooner terminated by due and proper legal procedure.

ARTICLE VII:

The Registered/Principal Office of this Corporation shall be: Suite 1000, 2502 North Rocky Point Drive, Tampa, Florida, 33607. The undersigned Subscriber, Byron Lancaster, hereby accepts designation as Registered Agent of this Corporation and the person in the State of Florida upon whom service of process directed to this Corporation may be served.

A handwritten signature in black ink, appearing to read 'Byron Lancaster', is written over a horizontal line.

Byron Lancaster

ARTICLE VIII:

The affairs of this Corporation shall be conducted by a Board of Directors of not less than one (1) nor more than five (5) Directors as may be determined from time to time by the holders of the common stock of this Corporation. It is not necessary that a Director be a stockholder of this Corporation.

ARTICLE IX:

The name and street address of the subscribers, incorporators, and first members of the Board of Directors, who shall hold office for the first year of existence of this Corporation, or until their successors are elected and qualified, unless otherwise provided for in the By-Laws of this Corporation, are:

Byron Lancaster

Suite 1000
2502 No. Rocky Point Drive
Tampa, Florida 33607

J. B. Seligman

Suite 1000
2502 No. Rocky Point Drive
Tampa, Florida 33607

ARTICLE X:

No contract or other transaction between this Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors of this Corporation is or are interested in, or is or are a director or directors, or officer or officers, of such other corporation, and no contract or transaction between this Corporation and any other person or firm shall be affected or invalidated by the fact that any one or more Directors of this Corporation is or are a party or parties to, or is or are interested in, such contract or transaction; provided that in each such case the nature and extent of the interest of such Director or Directors in such contract or transaction, or the fact that such Director or Directors is or are a director or directors, or officer or officers, of such other corporation is disclosed at the meeting of the Board of Directors of this Corporation at which such contract or transaction is authorized.

ARTICLE XI:

This Corporation shall indemnify every person who is serving, or has served, as a director, officer, employee or agent of this Corporation, or, at its request, of any other corporation of which this Corporation is a stockholder or creditor, and from which such person is not entitled to be indemnified, in the manner and to the full extent permitted by Florida Statutes, subject to the limitations on, and conditions of, such indemnification as set forth therein, which indemnification shall not affect any rights to which such person may be entitled.

ARTICLE XII:

It shall be lawful for the Board of Directors to provide for a method of issuance of stock certificates to replace lost or destroyed stock certificates, by appropriate resolution duly adopted by a majority of the Directors as are present at any regular or special meeting of the Board of Directors.


ARTICLE XIII:

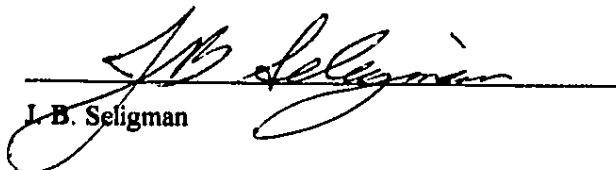
This Corporation may, in its By-Laws, confer powers additional to the foregoing upon the Directors, in addition to the powers and authorities expressly conferred upon them by statute.

ARTICLE XIV:

This Corporation reserves the right to amend, alter, repeal, change or modify any provisions of these Articles in the manner, now or hereafter prescribed by state statutes, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned have hereunto subscribed their names at Tampa, Florida, this 1st day of February, 1996.


Byron Lancaster


J. B. Seligman

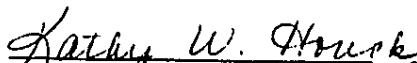
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I, the undersigned authority, hereby certify that on this 1st day of February, 1996, before me personally appeared BYRON LANCASTER and J. B. SELIGMAN, to me well known and known to me to be the persons whose names are subscribed to, and who executed the foregoing Articles of Incorporation of DIRECT MEDIA SERVICES CORPORATION, and who, after being duly sworn, acknowledged before me that they did freely and voluntarily execute same for the uses and purposes therein expressed.

WITNESS my hand and official seal set hereto at Tampa, Florida, this day and year last above written.

My Commission Expires:

4/19/96


Notary Public, State of Florida at Large



OFFICIAL SEAL
KATHY W. HOUCK
My Commission Expires
April 19, 1996
Comm. No. CC 194373

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

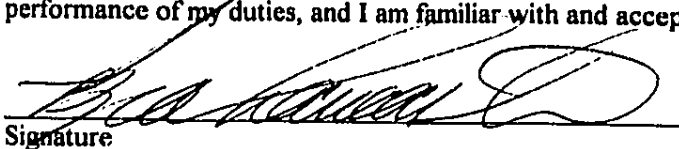
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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 OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **DIRECT MEDIA SERVICES CORPORATION**
2. The name and address of the registered agent and office is:

Byron Lancaster
2502 N. Rocky Point Drive
Suite 1000
Tampa, Florida 33607

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.


Signature

2/1/96
Date