

P96000027497

3/6/96

Office of the Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sir:

8000001754698
-03/22/96--01082--012
***122.50 ***122.50

Re: Turtle Music, Inc.

Enclosed please find the original and one copy of the Articles of Incorporation, which includes the designation of registered agent, together with my check in the amount of _____ for filing same.

Thank you for your usual prompt attention to these matters.

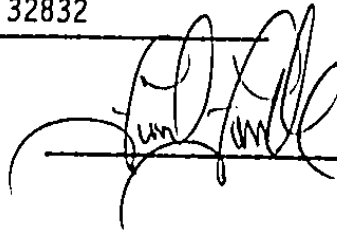
Please return letter of acknowledgment to

Fred Frank

c/o 13140 Lake Mary Jane Road

Orlando, FL 32832

Enclosures



FILED
96 MAR 22 PM 5:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
Turtle Music, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME: The name of the Corporation is: Turtle Music, Inc.

ARTICLE II

REGISTERED OFFICE AND REGISTERED AGENT: The street address of the initial registered office is: 13140 Lake Mary Jane Road, Orlando, FL 32832 and the name of the initial registered agent is: Fred Frank

ARTICLE III

DURATION: The Corporation shall have perpetual existence.

ARTICLE IV

PURPOSE: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be now or hereafter organized under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK: The Corporation is authorized to issue only one class of stock. The total number of shares authorized shall be 100 and the par value of each share is \$1.00.

ARTICLE VI

BOARD OF DIRECTORS: The initial board of director(s) shall consist of 3 member(s). The name and mailing address of the person who is to serve as director is:


Name: Fred Frank
Address: 13140 Lake Mary Jane Road
Orlando, FL 32832

ARTICLE VII

INCORPORATOR: The name and address of the incorporator is:

Name: Fred Frank
Address: 13140 Lake Mary Jane Road
Orlando, FL 32832

The undersigned being the sole incorporator above named signs and acknowledges these Articles of Incorporation at Orlando Florida on the _____ day of March, 1996.




Incorporator (Signature)

STATE OF FLORIDA
COUNTY OF Orange

Before me, the undersigned authority, personally appeared Fred Frank.

Who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Orlando in said County and State this 14th day of March, 1996. FL DRIVERS LICENCE



Notary Public
STATE OF FLORIDA

My commission expires: May 18, 1996

Form 1 - page 2

PAMELA G. WHITTEMORE
Notary Public, State of Florida
My comm. expires May 18, 1996
Comm. No. CC202165

The following are the officers of Turtle Music, Inc.:

Mr. Clark Smith, President
9125 Mr. Lincoln Court
Orlando, Florida 32813

Mr. Fred Frank, Vice-President, CEO
c/o 13140 Lake Mary Jane Road
Orlando, FL 32832

Ms. Jane Frank, Secretary
c/o 13140 Lake Mary Jane Road
Orlando, FL 32832

APPOINTMENT OF REGISTERED AGENT

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First - That Turtle Music, Inc.

desiring to organize or qualify under the laws of the State of Florida,
with its principal place of business at city of Orlando,
state of Florida, has named Fred Frank,
located at c/o 13140 Lake Mary Jane Road, Orlando, FL 32832,
city of _____, state of Florida, as its agent to
accept service of process within Florida.

Signature

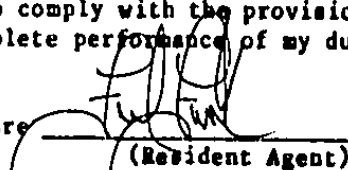

(Corporate Officer)

Title Vice-President, CEO

Date 3-6-96

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature


(Resident Agent)

Date

3-6-96

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MAR 22 PM 5:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA