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4/25/96 FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCEDS SYSTEM RESCRIPTION COVER BREET (((H96000005829))) BLECTS 11:07 AH FROM: CRARY, BUCHANAN, HONDISH, RT AZ 555 COLORADO AVE DEPARTMENT OF STATE STATE OF FLORIDA PO DRANBR 24 409 HAST GAINES STREET TALLMIASSEE, PL 32399 STUART PL 34994-CONTACT: BETTY J DRES PAX1 (904) 922-4000 PHONE: (407) 287-2600 (407) 287-0115 (((H96000005829))) DOCUMENT TYPE:
NAME: DESTINY PRODUCTIONS U.S.A., INC.
CURRENT ST PLORIDA PROFIT CORPORATION OR P.A. CURRENT STATUS: REQUESTED DATE REQUESTED: 04/25/1995 TIME REQUESTED: 11107143 CERTIFIED COPIES: 1 CERTIFICATE OF STATUS. 0 NUMBER OF PAGES: 5 HETHOD OF DELIVERY: FAX ESTINATED CHARGE: \$122.50 ACCOUNT NUMBER: 076424001425 lote: Please print this page and use it as a cover sheet when submitting locuments to the Division of Corporations. Your document cannot be processed without the information contained on this page, Remember to type the Fax Audit number on the top and bottom of all pages of the document. ((H96000005829))) ** ENTER 'M' FOR MENU. ** INTER SELECTION AND <CR>I Alt-E FOR HELP ANSI * FDX * 2400 E71 * LOG CLOSED * PRINT OFF * ON-LINE

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ARTICLES OF INCORPORATION

or

DESTINY PRODUCTIONS U.S.A., INC.

The undersigned does hereby certify his intention to form a corporation under and by virtue of the laws of the State of Florida, and further certifies that:

ARTICLE I

The name of this corporation shall be:

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DESTINY PRODUCTIONS U.S.A., INC.

ARTICLE II TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE III NATURE OF BUSINESS

The general nature of the business or businesses to be transacted under this Certificate of Incorporation shall be:

To engage in the business of promotion of entertainment events, entertainment management, music productions, product marketing, and to engage in any related activity or any business permitted under the laws of the United States and of the State of Florida and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE IV AUTHORISED SHARES

- A. Number. The aggregate number of shares that the corporation shall have the authority to issue is Ten Thousand (10,000) shares of Capital Stock with a par value of One (\$1.00) Dollar per share.
- B. Initial Issue. One Thousand (1,000) shares of the Capital Stock of the corporation shall be issued for cash at a par value of One (\$1.00) Dollar per share.

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Lawrence E. Crary III
555 Colorado Avenue
Stuart, FL 34994
(407) 287-2600
FL Bar No. 0250414

- C. Stated Capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.
- D. Dividends. The holder of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the corporation.
- m. No classes of stock. The shares of the corporation are not to be divided into classes.
- F. No share in series. The corporation is not authorised to issue shares in series.

ARTICLE V MAILING ADDRESS

The mailing address of the Corporation is: Post Office Drawer 24, Stuart, FL 34995.

ARTICLE VI REGISTERED AGENT

The corporation's initial registered office and initial registered agent at that address shall be:

Lawrence E. Crary III

555 Colorado Avenue Stuart, Florida 34994

ARTICLE VII INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. Directors need not be residents of the State of Florida.

NAMES AND ADDRESSES OF INITIAL DIRECTORS

The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders, and until their successors shall have been elected and qualified, are as follows:

Patrick Miller Fulton

555 Colorado Avenue Stuart, FL 34994

ARTICLE IX INCORPORATOR

The name and address of the initial incorporator is as

Lawrence E. Crary III

555 Colorado Avenue Stuart, Florida 34994

ARTICLE X AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be smended in the manner provided by law. Every proposed amendment to these Articles of Incorporation shall require the approval by the Board of Directors, whereupon it shall be proposed by the Board to the Stockholders, and, for adoption, shall require the approval at a Stockholder's meeting by a majority of the stock entitled to vote thereon; unless all the Directors and all the Stockholders sign a written statement adopting the proposed Amendment to these Articles of Incorporation.

ARTICLE XI BYLANS

The Bylaws of the Corporation shall be made, altered or rescinded by a two-thirds (2/3rds) majority vote of the Directors of the corporation.

ARTICLE XII PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorised and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorised and issued shares of common stock held by the holder to all shares of common stock currently authorised and issued.

IN WITHESS WHEREOF, the undersigned has hereunto set his hand and seal and subscribed to these Articles of Incorporation at Stuart, Martin County, Florida, this 25th day of April, 1996.

Lawrence E. Crary III

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STATE OF FLORIDA

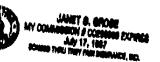
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this Arthology of April, 1996 by Lawrence E. Crary III, (Please ones one of the Following) [X] who is personally known to me or [] who has produced and who (Flease check one of the Following) [] did or [X] did not take an oath. He subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

(SEAL)

NOTARY PUBLIC (Frint Name)

My Commission Expires:



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ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated on the above Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Florida Law relative to keeping open said office.

Lawrence E. Crary Registered Agent