

796000038261

EDWARD de R. CAYIA, P.A.

ATTORNEY AT LAW
412 N.E. THIRD AVENUE
FORT LAUDERDALE, FLORIDA 33301
BROWARD (954) 765-1400 / FAX (954) 765-1421

April 26, 1996

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

500001799875
-04/29/96--01122--013
****122.50 ****122.50

Re: ELECTRO-CITY, INC.

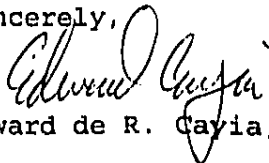
Dear Sir or Madam:

Enclosed herewith please find the Articles of Incorporation for the above-referenced corporation, and my operating account check in the amount of \$122.50 covering the various fees.

Please forward a certified copy of the Articles, and the Charter Number to this office at the above address.

Thank you for your attention to this matter.

Sincerely,



Edward de R. Cayia, P.A.

EC/ss

Enclosures

FILED
96 APR 29 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4457
5/3/96

ARTICLES OF INCORPORATION

OF

ELECTRO-CITY, INC.

FILED
26 APR 29 4:10:00
SECRETARY OF STATE
TALLAHASSEE, FLA.

ARTICLE I. NAME

The name of the corporation shall be ELECTRO-CITY,

ARTICLE II. TERM OF EXISTENCE

The corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes: To engage in all legally authorized business practices in the State of Florida, including but not limited to the creation, performance, recording, reproduction, licensing, investing, marketing, and distribution of artistic talent in the amusement, entertainment, film, and musical fields; to acquire copyrights on songs, lyrics, and musical compositions; to license and use such material for mechanical or other reproductions; to license the use by vocal, instrumental, or any other means known or to be known; to print, sell, and distribute sheet music; to acquire rights in literary and musical properties, and publish the same under contract; and to do any and all other acts necessary to the fulfillment of such endeavors.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 300 shares of \$2.00 value stock.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is: 4702 N.W. 21st Court, Coconut Creek, FL 33063. The name of the initial registered agent of this corporation at that address is DAN WARREN.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time according to the Bylaws. The name and address of the initial Directors of the corporation are: NEIL CASE, DAN WARREN, and WIL WARREN at 4702 N.W. 21st Court, Coconut Creek, FL 33063.

ARTICLE VIII. INCORPORATION

The name and address of the person signing these Articles of Incorporation is as follows: NEIL CASE of 4702 N.W. 21st Court, Coconut Creek, FL 33063.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors and shareholders.

ARTICLE X. RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall not be

resold or otherwise transferred to other persons unless such shares are first offered to the initial shareholders of the corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE XI. CALLING OF SPECIAL MEETING

Special meetings of shareholders may be called by written notice delivered to each shareholder three (3) business days prior to the meeting date.

ARTICLE XII. SHAREHOLDER QUORUM AND VOTING

One Hundred percent (100%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum of a meeting of shareholders. If a quorum is present, the affirmative vote of one hundred percent (100%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIII. MANAGEMENT OF CORPORATION BY DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation, shall be managed under the direction of the Board of Directors of the corporation.

ARTICLE XIV. DIRECTORS' TERMS

The shareholders of this corporation shall not be entitled to remove any Director from office during his term.

ARTICLE XV. DIRECTOR QUORUM AND VOTING

Three (3) Directors shall constitute a quorum for a meeting of the Directors. If a quorum is present, the affirmative vote of all the Directors present shall be the act of the Board of Directors.

ARTICLE XVI. MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone, as provided by law.

ARTICLE XVII. ACTION BY DIRECTORS WITHOUT A MEETING

The Directors of this corporation may take action by written consent, as provided by law.

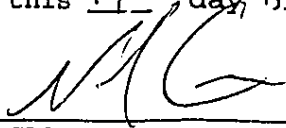
ARTICLE XVIII. INDEMNIFICATION

This corporation shall indemnify all officers or Directors or any former officer or Director, to the full extent permitted by law, so long as they are acting in the best interests of the corporation.

ARTICLE XIX. AMENDMENT

This corporation reserves the right to amend or repeal any provision in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 14 day of April, 1996.



NEIL CASE, Incorporator

STATE OF FLORIDA)

COUNTY OF BROWARD)

) ss. 1

The foregoing instrument was acknowledged before me on this 14 day of April, 1996, by DAN WARREN, personally known to me, without an oath.

Elyse B. Levine
Notary Public - State of Florida
at Large

My COMMISSION EXPIRES
ELYSE B. LEVINE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. 00289962
MY COMMISSION EXP. FEB. 6, 1997

The undersigned, having been named as Registered Agent to accept Service of Process for ELECTRO-CITY, INC., at 4702 N.W. 21st Court, Coconut Creek, FL 33063, does hereby agree to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the complete and proper performance of his duties.

DAN WARREN
DAN WARREN, Reg. Agent

FILED
96 APR 29 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA