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KENNETH GORDON KING  
ATTORNEY AT LAW

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Naples, Florida 33940  
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P.O. Box 7752  
Naples, FL 33941  
(941) 263-1725 Fax

June 10, 1996

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

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-06/12/96--01094--000  
\*\*\*\*122.50 \*\*\*\*122.50

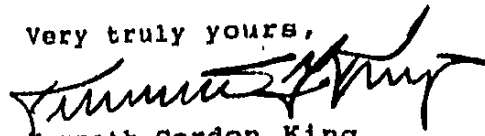
Re: Articles of Incorporation  
PLANET KARAOKE, INC.

Corporate Specialist,

Enclosed for recording, please find the Articles of Incorporation and acknowledgment of Registered Agent on behalf of PLANET KARAOKE, Inc. Payment in the amount of \$122.50 is also enclosed.

Please process and advise.

Very truly yours,

  
Kenneth Gordon King

Encls.  
cc: James Dalia  
KGK/db

EFFECTIVE DATE  
June 10, 1996

95 JUN 12 11:10  
JUN 12 1996  
JUN 12 1996

63 6/13/96

**ARTICLES OF INCORPORATION  
OF  
PLANET KARAOKE, INC.**

95 JUN 12 11:11 AM  
CLERK OF COURT  
CLERK OF COURT

**Article I. Name and Initial Address.**

The name of the Corporation is **PLANET KARAOKE, INC.**  
with its initial business address being: 27221 Elaine Dr., Bonita Springs, Florida 33923

**Article II. Duration.**

The Corporation shall exist perpetually commencing on the date of execution and  
acknowledgement of these Articles.

**Article III. Purpose.**

This corporation is organized for the purpose of transacting any and all lawful business  
as determined by its Directors.

**EFFECTIVE DATE**  
June 10, 1996

**Article IV. Capital Stock.**

This corporation is authorized to issue Ten Thousand (10000) shares of capital stock,  
initially valued at one and no/100 dollars (\$1.00) per share of common stock.

**Article V. Rights of Shares of Capital Stock.**

**Section 1. Dividends**

The corporate Directors may declare and pay dividends upon the common shares  
according to their discretion and valuations.

**Section 2. Rights upon Liquidation**

In the event of any dissolution or involuntary liquidation, dissolution, sale or other  
winding up of this Corporation, and after payment or satisfaction of all valid corporate  
debts, the remaining assets of the corporation shall be payable to and distributed ratably  
among the shareholders of record of common stock.

### **Section 3. Voting Rights**

Except as otherwise provided at law, the entire voting power for the election of directors, designation of officers, determination of corporate policy and for any and all other acts and purposes of the corporation shall be vested exclusively in the holders of the outstanding common shares, at the rate of one vote per share.

### **Section 4. Issuance of Capital Stock**

Upon majority vote of the shareholders, the Corporation is authorized to issue, dispose of, transfer and increase the issue of capital stock within its treasury or among its shareholders as provided herein and to annually determine the par value of all shares.

### **Article VI. Preemptive Rights**

Every shareholder, upon the sale or issue of additional stock or other transaction affecting the allocation of shares, shall have the right to purchase his/her pro rata share thereof at all times, as nearly as may be done without issuance of fractional shares, at the price at which it is offered or issued to others.

### **Article VII. Designation of Registered Agent and Registered Office.**

The initial Registered Agent of the Corporation shall be: JAMES DALIA  
and the initial registered mailing address for such purposes shall be:

27221 Elaine Dr., Bonita Springs, Florida 33923.

### **Article VIII. Initial Board of Directors.**

The Corporation shall have as many directors as shall be determined by majority vote of the shareholders or by the By-Laws, but not less than two. The names and addresses of the initial directors of the Corporation, with their initial pro-rata allocation of shares of common stock, are as follows:

JAMES DALIA (5,000 Shares)  
27221 Elaine Dr.  
Bonita Springs, Florida 33923

JAMES DALIA, TRUSTEE (5,000 Shares)  
27221 Elaine Dr.  
Bonita Springs, Florida 33923

### **Article IX. Incorporators.**

The name(s) and addresses of the person(s) establishing and signing these Articles in their capacity as incorporators of the Corporation are as follows:

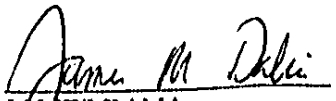
JAMES DALIA  
27221 Elaine Dr.  
Bonita Springs, Florida 33923

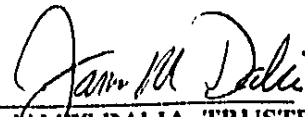
JAMES DALIA, TRUSTEE  
27221 Elaine Dr.  
Bonita Springs, Florida 33923

**Article X. Amendment.**

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment thereto, by express majority vote of the shareholders.

IN WITNESS WHEREOF the undersigned subscribers have executed these Articles of Incorporation this 10<sup>th</sup> day of June, 1996.

  
JAMES DALIA  
27221 Elaine Dr.  
Bonita Springs, Florida 33923

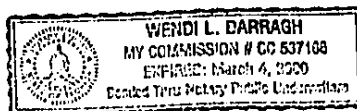
  
JAMES DALIA, TRUSTEE  
27221 Elaine Dr.  
Bonita Springs, Florida 33923

STATE OF FLORIDA  
COUNTY OF LEE

Before me a Notary Public authorized to take acknowledgements in this state, personally appeared the above named JAMES DALIA who known to me or producing a Florida driver's license identifying same as the person(s) executing the foregoing, acknowledged that signing as a free act and deed in execution thereof.



My Commission Expires:




ACCEPTANCE BY REGISTERED AGENT  
PLANET KARAOKE, INC.

96 JUN 12 AM 11:40

FLORIDA STATE  
PALM BEACH COUNTY

I, JAMES DALIA, designated Registered Agent for said corporation,  
acknowledge that I am familiar with and accept the duties and responsibilities as  
Registered Agent therefor.

Dated: 6/10/96

  
27221 Elaine Dr.  
Bonita Springs, Florida 33923

PA60000505



PLANET KARAOKE  
28441 South Tamiami Trail #210  
Bonita Springs, FL 34134  
(941) 498-9080 FAX: (941) 498-9392

Wednesday, June 4, 1997

Department Of State  
P.O. Box 6327  
Tallahassee, FL 32314

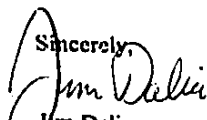
Dear Kelley Shank,

Per our phone conversation this morning, here is my change of address information:

**Previous Address:**  
Jim Dalia  
27221 Elaine Drive  
Bonita Springs, FL 34135

**New Address:**  
Planet Karaoke  
28441 South Tamiami Trail  
Suite 210  
Bonita Springs, FL 34134

I will send in my annual report as soon as I receive the form. I believe the reason I am not receiving all of my mail is because of my old address. Since this is a new corporation I was unaware of this report. My accountant asked me if I filed this report and I said I don't know what you are referring to. So I appreciate you sending the form to me at my new address. I will return it the same day I receive it along with the fee. I may be reached at 941-498-9080 if you have any questions. Thank you for all of your help.

Sincerely,  
  
Jim Dalia  
President

1/56/9