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1201 HAYS STREET
TALLAHASSEE, FL 32301-2007
904-222-0100 FAX
0-344-8086



PRESTIGE HALL
LEGAL & FINANCIAL SERVICES
ACCOUNT NO. : 072100000032

REFERENCE : 986400 4332563

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : June 13, 1996

ORDER TIME : 11:23 AM

ORDER NO. : 986400

CUSTOMER NO: 4332563

CUSTOMER: Margee Ryder, Legal Assistant
OLLE, MACAULAY & ZORRILLA,
P.A.
1402 Miami Center
201 South Biscayne Boulevard
Miami, FL 33131

800001861468
-06/13/96--01045--004
****122.50 ****122.50

DOMESTIC FILING

NAME: DELROD RECORDS INCORPORATED

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Donna Kendrick

EXAMINER'S INITIALS:

RECEIVED
96 JUN 13 PM 12:22
DIVISION OF CORPORATION
FILED
STATE
OF FLORIDA
TALLAHASSEE

6/13/96

FILED
CLERK OF STATE
INVESTIGATIONS
26 JUL 13 PM 3:30

ARTICLES OF INCORPORATION
OF
DELROD RECORDS INCORPORATED

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is Delrod Records Incorporated.
Its business mailing address is 4949 River Point Road,
Jacksonville, Florida 32207.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities
or business permitted under the Laws of the United States and
Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is
authorized to have outstanding at any time is 10,000 shares of
common stock having a par value of \$.01 per share.

ARTICLE V - INITIAL
REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be
Olle, Macaulay & Zorrilla, P.A., 1402 Miami Center, 201 South
Biscayne Boulevard, Miami, Florida 33131, and the initial
registered agent of this Corporation at such office shall be Robert
B. Macaulay, who upon accepting this designation agrees to comply

with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS


The initial Board of Directors shall consist of two members. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than seven. The names and addresses of the directors constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Dennis J. Dellinger	4949 River Point Road Jacksonville, Florida 32207
Harry A. Kenning, Jr.	4949 River Point Road Jacksonville, Florida 32207

ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

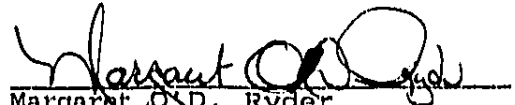
<u>Name</u>	<u>Address</u>
Robert B. Macaulay	1402 Miami Center 201 South Biscayne Boulevard Miami, Florida 33131


Robert B. Macaulay, Incorporator

STATE OF FLORIDA }
 } SS:
COUNTY OF DADE }

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 13 PM 3:30

The foregoing Articles of Incorporation of Delrod Records Incorporated were acknowledged before me this 12th day of June, 1996, by Robert B. Macaulay, as Incorporator, who is personally known to me.


Margaret O'D. Ryder
Notary Public, State of Florida

My Commission Expires:

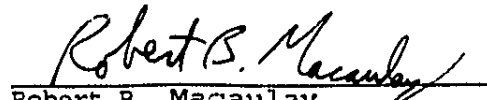


(Seal)

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Delrod Records Incorporated at the place designated in the Articles of Incorporation, Robert B. Macaulay agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: June 12, 1996


Robert B. Macaulay

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