

P 960000064790

TRANSMITTAL LETTER

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

300001910603
-08/01/96--01040--020
*****78.75 *****78.75

SUBJECT: Cadence Entertainment, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

 \$70.00
Filing Fee

 X \$78.75
Filing Fee &
Certificate

 \$122.50
Filing Fee &
Certified Copy

 \$131.25
Filing Fee,
Certified Copy, &
Certificate

Please return the photocopy to me with the filing date stamped on it.

FROM: Patricia A. Crawford
Name

1426 N.W. 25th Terrace
Address

Gainesville, Florida 32605
City, State & Zip

(352) 338-7867
Daytime Telephone

FILED
96 AUG -1 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL JUL - 2 1996

Articles of Incorporation

FILED

96 AUG -1 PM 2:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation shall be:

Cadence Entertainment, Inc.

2. The principal place of business and mailing address of the corporation is:

1426 N.W. 25th Terrace, Gainesville, Florida 32605

3. The corporation shall have the authority to issue 100 shares of stock.

4. The registered agent of the corporation is Patricia A. Crawford and the registered street address is 1426 N.W. 25th Terrace, Gainesville, Florida 32605.

5. The initial Board of Directors shall have 2 member(s) whose names(s) and address(es) is/are as follows: Patricia A. Crawford, 1426 N.W. 25th Terrace, Gainesville, Florida 32605; and Graham Henderson, 18815 Lassen Street, Northridge, CA 91324

The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.

6. The incorporator of this corporation is Patricia A. Crawford whose street address is 1426 N.W. 25th Terrace, Gainesville, Florida 32605

Dated July 26, 1996

Patricia A. Crawford
Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

Dated July 26, 1996

Patricia A. Crawford
Registered Agent