

P96000073284

August 26, 1996

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

Re: Good Choice Music, Inc.

000001835920
-08/29/96--01077--006
***122.50 ***122.50

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of Good Choice Music, Inc., together with my check in the amount of \$122.50. This represents the cost of the Filing Fees, Certified Copy of the Articles of Incorporation, and Fee for Registered Agent Designation for said corporation.

Very Truly Yours,



Garry Smith
Good Choice Music, Inc.

Mailing Address of Corporation:
Good Choice Music, Inc.
P.O. Box 950084
Lake Mary, Florida 32795
(407) 323-2638

9/4/96
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ARTICLES OF INCORPORATION
OF
GOOD CHOICE MUSIC, INC.

The undersigned, acting as the Incorporator of a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for said Corporation.

ARTICLE I
CORPORATE NAME

The name of the Corporation is Good Choice Music, Inc..

ARTICLE II
DURATION

The Corporation shall exist perpetually, unless dissolved according to Florida Law.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of engaging in any activity or business permitted under the Laws of the United States and the State of Florida. Said purpose includes the performance and promotion of children's music, education, and entertainment, as well as the sale of related items.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue 500 shares of common stock, par value \$1.00 per share.

ARTICLE V
INITIAL PRINCIPAL OFFICE

The street address for the initial principal office is 145 Edgewater Circle, Sanford, Florida 32773.

The mailing address is P.O. Box 950084, Lake Mary, Florida 32795.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent and the street address of the initial registered office are David J. Davidson, 303 N. Clyde Morris Blvd., Daytona Beach, Florida 32114.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The Corporation shall initially have two (2) Directors. The number of Directors may be either increased or diminished from time-to-time by the Bylaws of the Corporation, but shall never be less than one (1).

The names and addresses of the initial Directors of the Corporation are as follows:

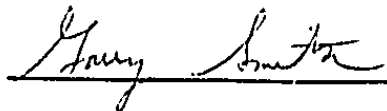
Garry Smith, 145 Edgewater Circle, Sanford, Florida 32773; and

Charlene Smith, 145 Edgewater Circle, Sanford, Florida 32773.

**ARTICLE VIII
INCORPORATOR**

The name and address of the Incorporator signing these Articles of Incorporation is Garry Smith, 145 Edgewater Circle, Sanford, Florida 32773.

The undersigned Incorporator has executed these Articles of Incorporation this 26 day of August, 1996.

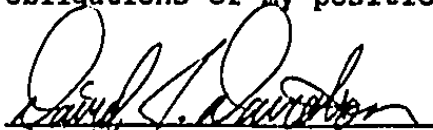
 (Signature)

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to Florida Statutes ss. 48.091 and 607.0501,
the following is submitted:

The above Corporation, organized under the Laws of the State of Florida, with its Registered Office as indicated in the Articles of Incorporation, at 303 North Clyde Morris Blvd., Daytona Beach, Florida 32114, has named David J. Davidson, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

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 heroby accept the appointment as Registered Agent, and agree to act in said capacity. I further agree to comply with the provisions of all laws relating to the proper and complete performance of my duties, and I am familiar with, and accept, the obligations of my position as Registered Agent.


Signature

8/20/96
Date