

George J. Anderson, P.A.
 Requestor's Name
122 N. Adams
 Address
701 Madison St
 City/State/Zip Phone #

95 SEP 1 11 13 AM

U.S. DEPT. OF COMMERCE

Office Use Only
 REGISTRATION NUMBER (SEE DOCUMENT NUMBER) **996000075466**

1. *KEY BANK RECEIPT, INC.*
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

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| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION | |
|----------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

Examiner's Initials *9/11/96*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 5, 1996

BRUCE P. ANDERSON P.A.
622 N. ADAMS
TALLAHASSEE, FL 32301

The name WET FOX RECORDS, INC. has been reserved for 120 days beginning September 5, 1996. The reservation number is R96000004231 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Ruth Leonard

Letter number: 196A00041610

FILED
96 SEP 11 09:12:53
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
WET FOX RECORDS, INC.**

The undersigned Incorporator hereby files these ARTICLES OF INCORPORATION in order to form a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this corporation shall be WET FOX RECORDS, INC.

**ARTICLE II
PRINCIPAL OFFICE/MAILING ADDRESS**

The principal office/mailing address of the corporation is 646 West Tennessee Street, Tallahassee, Florida 32304.

**ARTICLE III
NATURE OF BUSINESS**

The Corporation may engage in any activity or business for profit permitted under the laws of the United States and the State of Florida.

**ARTICLE IV
STOCK**

The authorized capital stock of this Corporation shall consist of 1000 shares of Common Stock with no par value per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreement.

**ARTICLE V
POWERS**

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE VI
INCORPORATION

The name and street address of the Incorporator of this Corporation is as follows:

Peter Justin Mitchell
4503 Andrew Jackson Way
Tallahassee, Florida 32303

ARTICLE VII
TERM OF CORPORATE EXISTENCE

This Corporation shall commence its existence upon the filing of these ARTICLES OF INCORPORATION and shall exist perpetually unless dissolved according to law.

ARTICLE VIII
ADDRESS OF REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Initial Registered Office of this Corporation in the State of Florida shall be 4503 Andrew Jackson Way, Tallahassee, Florida 32303. The name of the initial Registered Agent of the Corporation at the above address shall be Peter Justin Mitchell. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

This Corporation shall have one or more directors. The number of directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the stockholders.

ARTICLE IX
INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one person. The name and street address of the member of the initial Board of Directors of this Corporation, who shall hold office until the first annual meeting of the shareholders, and thereafter until his successor is selected is as follows:

Peter Justin Mitchell
4503 Andrew Jackson Way
Tallahassee, Florida 32303

**ARTICLE X
OFFICERS**

The Corporation shall have a President, and a Secretary/Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice-Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office. The names and addresses of the initial officers are as follows:

Peter Justin Mitchell
President/Secretary/Treasurer
4503 Andrew Jackson Way
Tallahassee, Florida 32303

**ARTICLE XI
TRANSACTIONS IN WHICH DIRECTORS
OR OFFICERS ARE INTERESTED**

(a) No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such director or directors or officer is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested director or directors; or

(2) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholder.

(b) Common or Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE XII
INDEMNIFICATION OF DIRECTORS AND OFFICERS

(a) The Corporation hereby indemnifies any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(1) Whether civil, criminal, administrative, or investigative, other than an action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor, ought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was not in or not opposed to the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was lawful. The termination of any such action, suit or judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation or that he had reasonable grounds for belief that such action was unlawful.

(2) By or in the right of the Corporation to procure a judgment in its favor by reason of such person's being or having been a director or officer of the Corporation, or by reason of such person's serving or having served at the request of the Corporation as a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, against any expenses, including attorneys' fees, actually and reasonably incurred by him in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(b) Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a director or officer seeks indemnification were properly incurred and that such director or officer acted in good faith and in a manner he

reasonably believed to be in or not opposed to the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action suit or proceeding; or (2) by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceedings.

(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of Subparagraph (a)(1) above, upon a preliminary determination by the Board of Directors that such person has met the applicable standards of conduct set forth in Subparagraph (a)(1) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this paragraph. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the Corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests as between the Corporation and such person, or conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by such counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this Paragraph.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under the applicable law.

ARTICLE XIII **FINANCIAL INFORMATION**

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its shareholders. Nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.

**ARTICLE XIV
AMENDMENTS**

These ARTICLES OF INCORPORATION may be amended in any manner now or hereafter provided for by law and all rights conferred upon the shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing ARTICLES OF INCORPORATION, has executed the foregoing ARTICLES OF INCORPORATION, on this 11th day of September, 1996.


PETER JUSTIN MITCHELL
INCORPORATOR

**STATE OF FLORIDA
COUNTY OF LEON**

The foregoing instrument was acknowledged before me this 11th day of September, 1996, by PETER JUSTIN MITCHELL, who is personally known to me or who has produced: n/a as identification and who did take an oath.


DALHIA KAY SESSIONS
NOTARY PUBLIC

My Commission expires: 4-26-99



**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes, Sections 48.091 and 607.034, the following is submitted:

WET FOX RECORDS, INC., desiring to organize as a corporation under the laws of the State of Florida, has designated 4503 Andrew Jackson Way, Tallahassee, Florida 32303, as its Initial Registered Office and has named PETER JUSTIN MITCHELL, located at said address, as its Initial Registered Agent.

By: 
PETER JUSTIN MITCHELL

Having been named Registered Agent for the above-stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes, Section 48.091 relative to keeping open said office Monday - Friday from 10:00 a.m. to 12:00 NOON and to post the name of the corporation and the Registered Agent in a prominent place in said Registered Office.

By: 
PETER JUSTIN MITCHELL

96 SEP 11 PM 12:43
TALLAHASSEE, FLORIDA