

P96000101596

1201 HAYS STREET
TALLAHASSEE, FL 32301-1607
9/22/96
04/22/93 PA

800-342-8006



ACCOUNT NO. : 072100000032

REFERENCE : 186412 137709A

AUTHORIZATION :

Patricia Pizutti

COST LIMIT : \$ 122.50

RECEIVED
96 DEC 16 PM 1:14
DIVISION OF CORPORATION

ORDER DATE : December 12, 1996

ORDER TIME : 3:59 PM

ORDER NO. : 186412-005

000002029640--6

CUSTOMER NO: 137709A

CUSTOMER: Gretchen Hollander, Legal Asst
GARDNER WILKES SHAHEEN &
CANDELORA
Ste. 2650
401 E. Jackson St
Tampa, FL 33602

DOMESTIC FILING

NAME: PARADIGM, INC.

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: Unassigned

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 16 PM 12:55

ST
12/17
W96-26367



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
96 DEC 17 AM 8:42
DIVISION OF CORPORATION

December 16, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: PARADIGM, INC.
Ref. Number: W96000026367

RESUBMIT

Please give original
submission date as file date.

We have received your document for PARADIGM, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 696A00056017

ARTICLES OF INCORPORATION
OF
PARADIGM RECORDS, INC.

FILED
SECRETARY OF STATE
CORPORATIONS
95 DEC 16 PM 12:55

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PARADIGM RECORDS, INC.

The address of the principal office of this corporation shall be 1820 2nd Avenue North, Lake Worth, Florida 3346 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7500 shares of common stock having \$.01 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Joshua A. Austin
Dir.

1820 2nd Avenue North
Lake Worth, Florida 33461

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on December 16, 1996.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

GMC/skd

FILED
SECRETARY OF STATE
CORPORATIONS
96 DEC 16 PM 12:56

P96000101596

GARDNER, WILKES, SHAHEEN & CANDELONA

ATTORNEYS AT LAW

JOSHUA E. BURNETT
RICHARD CANDELONA
MERRITT A. GARDNER
ANTHONY T. LEON
MICHAEL A. PETERS
L. JOSEPH SHAHEEN, JR.
TED R. TAMARCO
KEVIN J. WILCOX
RICHARD B. WILKES

8080 SUNTRUST FINANCIAL CENTRE
401 EAST JACKSON STREET
TAMPA, FLORIDA 33602

TELEPHONE (813) 221-8000
TELEFAX (813) 220-1597

MAILING ADDRESS:
POST OFFICE BOX 1810
TAMPA, FLORIDA 33601-1810

January 3 1997
9:37 AM
FILED
1997 JAN -6 AM 8:46
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Corporate Records Bureau
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

3000020484537-8
-01/07/97--01110--005
*****35.00 *****35.00

Re: PARADIGM RECORDS, INC.

Dear Sir or Madam:

Enclosed please find an original and one copy of a Change of Registered Agent and Registered Office and a corresponding Acceptance of Service as Registered Agent for the above-captioned corporation. Also enclosed is this firm's check in the amount of \$35.00, made payable to the Secretary of State, to cover the applicable filing fee.

Please file the original Change of Registered Agent, place your file stamp on the copy, and return the stamped copy to our office in the enclosed, self-addressed, postage-paid envelope.

Thank you for your assistance in this matter.

Respectfully submitted,

M. A. Gardner
Merritt A. Gardner

MAG:gdh

Enclosures

cc: Mr. Joshua A. Austin
Corporation Service Company

VS JAN 15 1997

RA Chg.

PARADIGM RECORDS, INC.
CHANGE OF REGISTERED AGENT
AND REGISTERED OFFICE

Pursuant to Florida Statutes § 607.0502, the above named corporation hereby requests that the following change in registered agent and registered office be made:

Name of current
registered agent:

Corporation Information
Services, Inc.

Address of current
registered office:

1201 Hays Street
Tallahassee, Florida 32301

Name of successor
registered agent:

Joshua A. Austin

Address of new
registered office:

1820 2nd Avenue North
Lake Worth, Florida 33461

In connection with the above changes, the corporation states that:

(i) The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

(ii) These changes were authorized by resolution duly adopted by the Board of Directors of Paradigm Records, Inc.

DATED this 23rd day of December 1996.

PARADIGM RECORDS, INC.

By: 

Joshua A. Austin
President

FILED
JAN -6 AM 8:46
TALLAHASSEE FLORIDA

JOSHUA A. AUSTIN

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

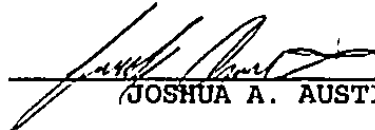
JOSHUA A. AUSTIN having been named as registered agent to accept service of process for the above named corporation at the registered office designated below, hereby agrees and consents to act in that capacity.

Registered office:

1820 2nd Avenue North
Lake Worth, Florida 33461

The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 23rd day of December, 1996.


JOSHUA A. AUSTIN