

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY *APP* _____

WALK-IN Will Pick Up *1-17-2000* *Doc* *1/21*

RE: *Hearst Mentality Music, Inc.*

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		

SUBTOTALS _____

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

**ARTICLES OF INCORPORATION
OF
HEARD MENTALITY MUSIC, INC.**

**FILED
97 JAN 17 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I - NAME

The name of this corporation shall be HEARD MENTALITY MUSIC, INC.

ARTICLE II - COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

ARTICLE III - PURPOSE

This corporation is being organized for the purpose of publishing words, music and song lyrics of contracted writers in the transaction of any and all business activities permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV - CAPITAL STOCK

This corporation shall have the authority to issue One Hundred (100) common par value shares of common capital stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI - TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If within such period, this corporation fails or refuses to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These shares are held subject to certain transfer restricts imposed by this corporation's Articles of Incorporation, a copy of which is on file at this corporation's principal office.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's initial Board of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX - PRINCIPAL OFFICE & INITIAL REGISTERED AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be:

**Blake J. Bell
10409 Pine Hill Terrace
Pensacola, FL 32514**

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

**Blake J. Bell
10409 Pine Hill Terrace
Pensacola, FL 32514**

ARTICLE X - INCORPORATOR

**The name and address of the individual who shall serve as this corporation's
incorporator is:**

**Blake J. Bell
10409 Pine Hill Terrace
Pensacola, FL 34514**

ARTICLE XI - AMENDMENT

**This corporation reserves the right to amend or repeal any provisions in these
Articles of Incorporation, or any amendments hereto. Any rights conferred upon the
shareholders shall be subject to this reservation.**



BLAKE J. BELL

DESIGNATION OF RESIDENT AGENT

**I HEREBY ACCEPT my designation as resident agent and agree to serve as the
resident agent of HEARD MENTALITY MUSIC, INC. I hereby state that I am familiar
with and accept the duties and responsibilities as registered agent for HEARD
MENTALITY MUSIC, INC.**

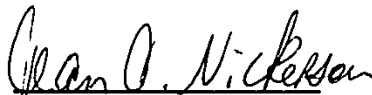



BLAKE J. BELL

STATE OF FLORIDA

COUNTY OF ESCAMBIA

On this 14th day of JANUARY, 1997, Blake J. Bell, designated above as the individual who shall serve as the corporation's incorporator, who is personally known to me, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles of Incorporation of HEARD MENTALITY MUSIC, INC.



NOTARY PUBLIC


STATE OF FLORIDA

COUNTY OF ESCAMBIA

On this ____ day of JANUARY, 1997, Blake J. Bell, designated above as the individual who shall serve as the corporation's initial registered agent, who is personally known to me, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles of Incorporation of HEARD MENTALITY MUSIC, INC.



NOTARY PUBLIC


Jean A. Nickerson
My Commission CC589655
Expires Sep. 30, 2000

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

FILED
97 JAN 17 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §607.0501, Florida Statutes, the herein named corporation, organized under the laws of the State of Florida, submits the following settlement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is HEARD MENTALITY MUSIC, INC.
2. The name and address of the registered agent and office is: Blake J. Bell, 10409 Pine Hill Terrace, Pensacola, FL 32514.

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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



BLAKE J. BELL

Dated: January 14, 1997