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HAAG, GAFFNEY & WILCOX, P.A.

ATTORNEYS AT LAW

452 PLEASANT GROVE ROAD
INVERNESS, FLORIDA 34452

*JEANNETTE M. HAAG
KAREN O. GAFFNEY
DAVID L. WILCOX
WILLIAM J. CATTO

*CERTIFIED CIRCUIT CIVIL
AND FAMILY MEDIATOR

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January 24, 1997

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: Tremor Records and Publishing Co., Inc.

900002070059--8
-01/28/97--01075--005
****122.50 ****122.50

Dear Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for Tremor Records and Publishing Co., Inc. for filing.

I have also enclosed a check in the amount of \$122.50 to cover the filing fee with respect to the Articles of Incorporation.

Thank you for your assistance in this matter.

Sincerely,

HAAG, GAFFNEY & WILCOX, P.A.

By:

David L. Wilcox
DAVID L. WILCOX

DLWpd
Enclosures

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97 JAN 27 AM 9:57
STATE
TALLAHASSEE, FLORIDA

SN JAN 31 1997

ARTICLES OF INCORPORATION
OF

TREMOR RECORDS AND PUBLISHING CO., INC.

The undersigned, acting as an incorporator of the corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation shall be:

TREMOR RECORDS AND PUBLISHING CO., INC.

ARTICLE II. DURATION.

This corporation shall have perpetual existence.

ARTICLE III. PURPOSES

The purposes for which the incorporation is organized are to engage in publication, production and management of artistic works and to do everything necessary, proper, advisable or convenient for the accomplishment of said purposes, and to do all things incidental to them or connected with them that are not forbidden by Florida corporation laws or other laws or by these Articles of Incorporation and to carry out the said purposes in any state, territory, district or possession of the United States or in any foreign country to the extent that these purposes are not forbidden by the laws of said state, territory, district or possession of the United States or foreign country.

ARTICLE IV. AUTHORIZED SHARES

The aggregate number of shares of stock the corporation shall have the authority to issue

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TALLAHASSEE, FLORIDA

EXCERPT

is One Thousand (1,000) shares of \$1.00 par value common stock which shall be designated "common shares". Said shares shall be of a single class and shall have the par value as stated herein. All issued stock shall be held of record by not more than 35 persons. Stock will be issued and transferred only to natural persons, estates or trusts as defined in Section 1361(c)(2) or any amendment or successor sections thereto of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a non-resident alien. Any shareholder who wishes to sell or otherwise transfer to any other shareholder or to a third party, the corporation, upon resolution of the Board of Directors, shall have sixty (60) days to announce its intent to purchase the stock at par value. Any shareholder who wishes to sell stock as set forth above must advise the Board of Directors of its intent to sell or transfer stock and make said offer in writing to the corporation. Should the corporation not purchase the stock as set forth herein within sixty (60) days of the receipt of the written notice, said shareholder shall be authorized to sell or otherwise transfer his or her stock without limitation.

ARTICLE V. INITIAL REGISTERED AGENT AND STREET ADDRESS

The address of the initial registered agent is:

475 East Stratford Road
Lecanto, Florida 34461

and the name of the initial registered agent at such address is:

WILLIAM J. DORSHER

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of four members who shall be WILLIAM J. DORSHER, PATRICE DORSHER, PATRICK NEYMOUR and DAVID L. WILCOX and who shall serve as directors until the first annual meeting of the shareholders or until their successors

shall have been elected and qualified. The addresses of the initial directors are:

WILLIAM DORSHER	475 E. Stratford Road Lecanto, Florida 34461
PATRICE DORSHER	475 E. Stratford Road Lecanto, Florida 34461
PATRICK NEYMOUR	P.O. Box 477 Sparr, Florida 32192
DAVID L. WILCOX	452 Pleasant Grove Road Inverness, Florida 34452

The number of members of the Board of Directors may be increased by a majority vote of shareholders.

ARTICLE VII. INITIAL INCORPORATORS

The names and addresses of the initial incorporators are:

WILLIAM J. DORSHER

who resides at:

475 E. Stratford Road
Lecanto, Florida 34461

PATRICE DORSHER

who resides at:

475 E. Stratford Road
Lecanto, Florida 34461

PATRICK NEYMOUR

who resides at:

P.O. Box 477
Sparr, Florida 32192

and

DAVID L. WILCOX

who resides at:

452 Pleasant Grove Road
Inverness, Florida 34452

ARTICLE VIII.

An affirmative vote of the majority of the shares of the corporation shall be required for any shareholder action.

ARTICLE IX.

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting with not less than a majority vote of the common stock.

ARTICLE X. PREEMPTIVE RIGHTS.

The holders of the common stock of this corporation shall have preemptive rights to purchase at prices, terms and conditions which shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, property or services from time to time in addition to that stock authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder and all shares of common stock currently authorized (authorized and issued).

ARTICLE XI. PRINCIPAL OFFICE


The principal place of business and the mailing address of this corporation shall be:

475 East Stratford Road
Lecanto, Florida 34461

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation at Inverness, Citrus County, Florida on this the 24 day of January, 1997.


WILLIAM J. DORSHER
Incorporator


PATRICE DORSHER
Incorporator


PATRICK NEYMOUR
Incorporator


DAVID L. WILCOX
Incorporator

STATE OF FLORIDA

COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 24th day of January, 1997, by WILLIAM J. DORSHER, who is personally known to me or who produced the identification set forth below and who did not take an oath.

Identification Produced:


NOTARY PUBLIC
My Commission Expires:



EVELYN J. GISH
COMMISSION # CC 847814
EXPIRES APR 18, 2000
BONDED THRU
ATLANTIC BONDING CO., INC

STATE OF FLORIDA

COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 24th day of January, 1997, by PATRICE DORSHER, who is personally known to me or who produced the identification set forth below and who did not take an oath.

Identification Produced:



NOTARY PUBLIC
My Commission Expires:

STATE OF FLORIDA

COUNTY OF CITRUS

 EVELYN J. GISH
COMMISSION # CC 547814
EXPIRES APR 16, 2000
BONDED THRU
ATLANTIC BONDING CO., INC

The foregoing instrument was acknowledged before me this 24th day of January, 1997, by PATRICK NEYMOUR, who is personally known to me or who produced the identification set forth below and who did not take an oath.

Identification Produced:

Fl. DL # N560-677-64-084-1



NOTARY PUBLIC
My Commission Expires:

STATE OF FLORIDA

COUNTY OF CITRUS


 EVELYN J. GISH
COMMISSION # CC 547814
EXPIRES APR 16, 2000
BONDED THRU
ATLANTIC BONDING CO., INC

The foregoing instrument was acknowledged before me this 24th day of January, 1997, by DAVID L. WILCOX, who is personally known to me or who produced the identification set forth below and who did not take an oath.

Identification Produced:



NOTARY PUBLIC
My Commission Expires:

 EVELYN J. GISH
COMMISSION # CC 547814
EXPIRES APR 16, 2000
BONDED THRU
ATLANTIC BONDING CO., INC

STATE OF FLORIDA

COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 24th day of January, 1997 by WILLIAM J. DORSHER, who is personally known to me or who produced the identification set forth below and who did not take an oath.

Identification Produced:



NOTARY PUBLIC
My Commission Expires:

 EVELYN J. GISH
COMMISSION # CC 547814
EXPIRES APR 16, 2000
BONDED THRU
ATLANTIC BONDING CO., INC

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

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

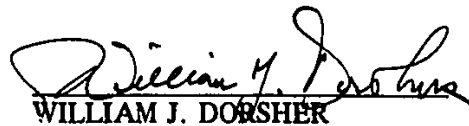
1. The name of the corporation is:

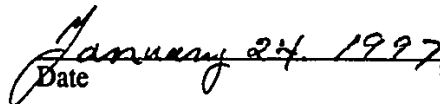
TREMOR RECORDS AND PUBLISHING CO., INC.

2. The name and address of the registered agent and office is:

**WILLIAM J. DORSHER
475 East Stratford Road
Lecanto, Florida 34461**

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.


WILLIAM J. DORSHER


Date

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TALLAHASSEE, FLORIDA