

February 4, 1997  
**P9700024073**

SECRETARY OF STATE  
CORPORATION DIVISION  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA 32304

RE: DEEP SOUTH MUSIC COMPANY, INC.  
9061 N.W. 16th ST.  
PLANTATION, FL. 33322

Sir/Madam:

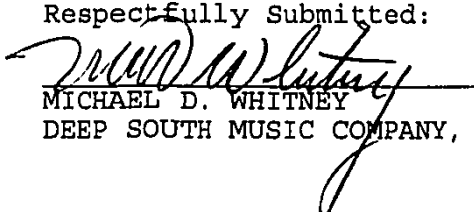
Enclosed herewith are the Articles of Incorporation together with  
a copy of said Articles for DEEP SOUTH MUSIC COMPANY, INC. and  
our check in the amount of \$122.50 as follows:

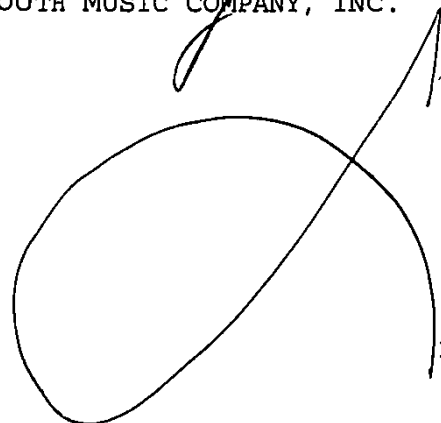
Filing	\$ 35.00
Registered Agent	\$ 35.00
Certified Copy	\$ 52.50

\$ 122.50

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-03/10/97--01125--017  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Respectfully Submitted:

  
MICHAEL D. WHITNEY  
DEEP SOUTH MUSIC COMPANY, INC.

  
3/18

97 MAR 10 AM 10:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

ARTICLES OF INCORPORATION

OF

DEEP SOUTH MUSIC COMPANY, INC.

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97 MAR 10 AM 10:36  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporator(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

DEEP SOUTH MUSIC COMPANY, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

#### ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one hundred shares (100) of one dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares."

#### ARTICLE V - INITIAL REGISTERED OFFICE

The initial office address will be:

9061 N.W. 16th ST.  
PLANTATION, FL. 33322.

The principal office address and the registered office address are the same.

#### ARTICLE VI - INITIAL REGISTERED AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

MICHAEL D. WHITNEY  
9061 N.W. 16th STREET  
PLANTATION, FL. 33322

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two ( 2 ) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and addresses of the initial director(s) of the corporation are as follows:

MICHAEL D. WHITNEY  
9061 N.W. 16th ST.  
PLANTATION, FL. 33322

RICHARD L. CROCKER  
9061 N.W. 16th ST.  
PLANTATION, FL. 33322

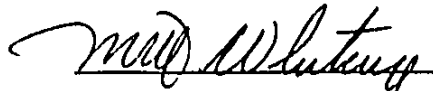
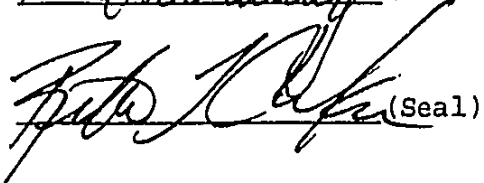
ARTICLE VIII - INCORPORATORS

The name(s) and addresses of the person(s) signing these Articles of Incorporation are as follows:

MICHAEL D. WHITNEY  
9061 N.W. 16th ST.  
PLANTATION, FL. 33322

RICHARD L. CROCKER  
9061 N.W. 16th ST.  
PLANTATION, FL. 33322

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 5 day of March, 1997.

 (Seal)  
 (Seal)

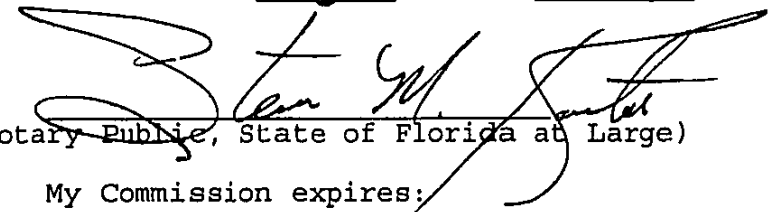
STATE OF FLORIDA

COUNTY OF BROWARD

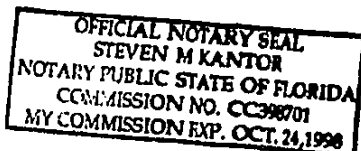
before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Michael D. Whitney known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 5 day of March, 1997.

(Notary Seal)

  
(Notary Public, State of Florida at Large)

My Commission expires:



CERTIFICATE AND ACKNOWLEDGEMENT

OF REGISTERED AGENT

OF

DEEP SOUTH MUSIC COMPANY, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:


The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

9061 N.W. 16th ST.  
PLANTATION, FL. 33322

has named MICHAEL D. WHITNEY, located at the aforesaid address, as its Registered Agent to accept service of process with this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

  
MICHAEL D. WHITNEY  
(Registered agent)

FILED  
97 MAR 10 AM 10:36  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA