

P97000024790

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

ATTORNEYS AT LAW

SUITE 1100

100 SOUTH ASHLEY DRIVE

POST OFFICE BOX 400

TAMPA, FLORIDA 33601-0400

MICHAEL R. CAREY

DOUGLAS P. MANSON

RANDALL P. MUELLER

ANDREW M. O'MALLEY

JACK R. PEPPER, JR.

DANIEL D. WHITAKER

March 11, 1997

TELEPHONE: (813) 221-8210

FACSIMILE: (813) 221-1430

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

1 00002113391--2
-03/14/97--01025--005
*****122.50 *****122.50

Re: Wax Music, Inc.

To Whom It May Concern:

Enclosed are two originals of Articles of Incorporation for the above-named corporation. Please file one original and certify and return one original to me. A self-addressed envelope is included for your convenience.

Also enclosed is our firm check in the amount of \$122.50, to cover the following costs:

1.	Filing fee	\$35.00
2.	Designation of Registered Agent	35.00
3.	Certified copy of Charter	<u>52.50</u>
	Total	\$122.50

Thank you. If you have any questions, please give me a call.

Sincerely,

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

Nancy Barnes

Nancy Barnes, Paralegal

NRB/trh

Enclosures

cc: Wax Music, Inc.

MAR 19

BSB

FILED
MAR 14 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
WAX MUSIC, INC.

FILED
97 MAR 14 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby organizes a corporation for profit under the provisions of the Florida Business Corporation Act, and pursuant to the following Articles of Incorporation.

ARTICLE 1

Name

The name of this corporation is: Wax Music, Inc.

ARTICLE 2

Mailing Address

The mailing address of this corporation is 101 South Hoover Boulevard, Suite 110, Tampa, Florida 33609.

ARTICLE 3

Shares

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

ARTICLE 4

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 101 South Hoover Boulevard, Suite 110, Tampa, Florida 33609, and the name of the initial registered agent of this corporation at that address is Timothy Spero.

ARTICLE 5

Incorporator

The name and address of the person signing these Articles is:

Timothy Spero
Suite 110, 101 South Hoover Boulevard
Tampa, Florida 33609

ARTICLE 6

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 Bylaws, but shall never be less than two (2). The names and addresses of the initial directors of this corporation are:

Timothy Spero
Suite 110
101 South Hoover Boulevard
Tampa, Florida 33609

Russell Joseph Russ
Suite 110
101 South Hoover Boulevard
Tampa, Florida 33609

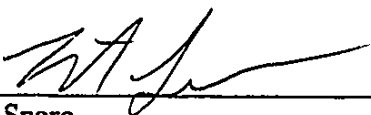
The method of election of directors will be as stated in the Bylaws.

ARTICLE 7

Indemnification

The corporation may enter into indemnification agreements and adopt Bylaw provisions for indemnification of any officer or director, or any former officer or director, or may provide, at the corporation's election, for indemnification of any officer or director, or any former officer or director, without agreement or Bylaw provisions to the full extent permitted by law. The corporation shall not be subject to court-ordered indemnification pursuant to Section 607.0850(9), Florida Statutes.

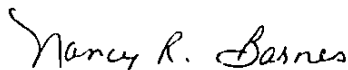
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 11th day of March, 1997.



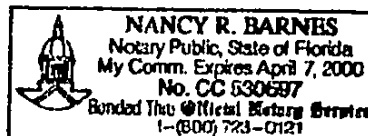
Timothy Spero

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

The foregoing instrument was acknowledged before me this 11th day of March, 1997 by Timothy Spero who is personally known to me or who has produced Fl. Dr. License # 5160-809-59-417-0 as identification.



Name typed/printed Nancy R. Barnes
Notary Public, State of Florida
Commission No. and Seal:



Acceptance of Registered Agent

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment of 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.



Timothy Spero

FILED
97 MAR 14 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA