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Dunlap & Murphy

245 South Central Avenue
Post Office Drawer 30
Bartow, Florida 33831

George T. Dunlap, III
Frederick J. Murphy, Jr.

March 17, 1997

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Fax (941) 533-7412

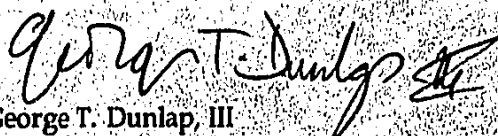
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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

Dear Secretary of State:

Enclosed please find Articles of Incorporation and Certificate Designating Resident Office and Agent for Daystar Sound Productions, Inc. and a check for \$122.50. Would you please file and send us confirmation of the same.

Sincerely,


George T. Dunlap, III

GTD/am

Enclosure

FILED
97 MAR 19 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K.R. MAR 25 1997

ARTICLES OF INCORPORATION
OF
DAYSTAR SOUND PRODUCTIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby present these Articles for the formation of a corporation under Chapter 607 of the Statutes of the State of Florida.

ARTICLE I.
Name

The name of this corporation is: Daystar Sound Productions, Inc.

ARTICLE II.
Purpose and Powers

The Corporation is authorized to engage in the music recording business and any and all other activities permitted by law.

ARTICLE III.
Capital Stock

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is: One hundred (100) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share.

ARTICLE IV.
Initial Capital

The amount of capital with which this Corporation will begin business is Five Hundred Dollars (\$500.00).

ARTICLE V.
Term of Existence

This Corporation is to exist perpetually.

ARTICLE VI.
Address

The mailing address of this Corporation is 1685 S.R. 62, Bowling Green, Florida 33834 and the initial street address of the principal office of this Corporation in the State of Florida is 1685 S.R. 62, Bowling Green, Florida 33834. The initial Registered Office of this Corporation is Dunlap & Murphy, 245 South Central Avenue, Bartow, Florida 33830 and the initial Registered Agent at said office is George T. Dunlap, III, Esquire. The Corporation shall have the power to move the office to another location in the State of Florida from time to time as may be determined by the Board of Directors.

ARTICLE VII.
Directors

The number of the directors comprising the Board of Directors of this Corporation shall be four (4), but the same may be changed from time to time by majority vote of the Board of Directors.

The name and street address of the members of the first Board of Directors of this Corporation, to serve until the first annual meeting, or until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
Tim Bryant	2306 Gebhart Road Bowling Green, FL 33834
Melinda Nickerson	3206 Steve Roberts Special Zolfo Springs, FL 33890
Mandy Harris	Route 1, Box 250-K Bowling Green, FL 33834
Mary Beth Bryant	1685 S.R. 62 Bowling Green, FL 33834

ARTICLE VIII.
Officers

The officers of this Corporation shall be a President, Vice-President, Secretary, Treasurer and such other officers as may be authorized by majority vote of the Board of Directors. The name and street address of the officers of the Corporation to serve until the first annual meeting, or until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
Tim Bryant President	2306 Gebhart Road Bowling Green, FL 33834
Melinda Nickerson Vice-President	3206 Steve Roberts Special Zolfo Springs, FL 33890
Mandy Harris Secretary	Route 1, Box 250-K Bowling Green, FL 33834
Mary Beth Bryant Treasurer	1685 S.R. 62 Bowling Green, FL 33834

ARTICLE IX.
Incorporator

The name and address of the incorporators of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
Tim Bryant	2306 Gebhart Road Bowling Green, FL 33834
Melinda Nickerson	3206 Steve Roberts Special Zolfo Springs, FL 33890
Mandy Harris	Route 1, Box 250-K Bowling Green, FL 33834
Mary Beth Bryant	1685 S.R. 62 Bowling Green, FL 33834

ARTICLE X.
Subscribers to Stock

The name, address and number of shares of the subscribers to stock in this Corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Tim Bryant	2306 Gebhart Road Bowling Green, FL 33834	10
Melinda Nickerson	3206 Steve Roberts Special Zolfo Springs, FL 33890	10
Mandy Harris	Route 1, Box 250-K Bowling Green, FL 33834	10
Mary Beth Bryant	1685 S.R. 62 Bowling Green, FL 33834	10

ARTICLE XI.
Restraint on Alienation of Shares

The Board of Directors of the Corporation shall have the power to include in the By-Laws, if ratified by a majority of the stockholders of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the Corporation by any of its stockholders, or in the event of the death of any of its stockholders. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the Board of Directors.

ARTICLE XII.
Amendment

These Articles of Incorporation may be amended by majority vote of the Board of Directors in the manner provided by law. Every amendment shall be approved by majority vote of the stockholders.

IN WITNESS WHEREOF, the undersigned subscribing incorporators have hereunto set their hands and seals this 12th day of March, 1997, for the purpose of forming this Corporation under the laws of the State of Florida, and hereby make, subscribe, acknowledge and file in the office of the Secretary of State these Articles of Incorporation and certify that the facts contained herein are true.


Tim Bryant


Melinda Nickerson


Mandy Harris


Mary Beth Bryant

INCORPORATORS

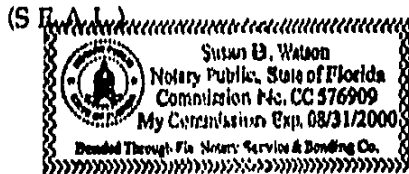
STATE OF FLORIDA
COUNTY OF HARDEE

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared Tim Bryant, Melinda Nickerson, Mandy Harris and Mary Beth Bryant, to me either personally known to be the persons described in as the subscribers or who produced respectively as identification

_____ and who executed the foregoing Articles of Incorporation, and after being sworn by me, acknowledged before me that they subscribed to these Articles of Incorporation as their voluntary act and deed and that the facts set forth herein are true and correct.

WITNESS my hand and official seal in the County and State named above this 12th
day of March, 1997.


Notary Public **SUSAN B WATSON**



THIS INSTRUMENT PREPARED BY:
George T. Dunlap, III
Dunlap & Murphy
245 South Central Avenue
Post Office Drawer 30
Bartow, Florida 33831
(941) 533-3146

CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTER AGENT

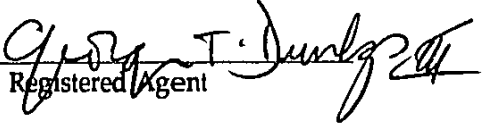
In pursuance of Section 48.091 and Section 607.0501 Florida Statutes, the following is submitted, in compliance with said provisions:

That **DAYSTAR SOUND PRODUCTIONS, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation, in the City of Bartow, County of Polk, State of Florida has designated 245 South Central Avenue, Bartow, Florida 33830 as its registered office and George T. Dunlap, III as its registered agent at said office to accept service of process within this state.

ACKNOWLEDGEMENT:

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

By


Registered Agent

FILED
97 MAR 19 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA