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Ronald R. Howell, Esq., P.A.,

B.S., P.E., M.B.A.

- Attorney at Law
- Certified Mediator
- Arbitrator (AAA)

Mailing: P.O. Box 2649 • Orlando, FL 32802-2649
Phone (407) 422-0408 • Fax (407) 426-8024
Office: 319 North Magnolia Ave. • Orlando, FL 32801

Bar Member of:

- Florida
- Indiana
- Federal Districts
- U.S. Court of Appeals
- U.S. Supreme Court

April 10, 1997

Florida Department of State
Division of Corporations
Attn: Filings
409 East Gaines Street
Tallahassee, FL 32399

Subject: Filing of Articles of Incorporation for
Gulf Stream Music Production, Inc.
Gulf Stream Studios, Inc.

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-04/14/97--01184--007
*****70.00 *****70.00

Dear Sir or Madam,

Find enclosed herewith two (2) originals of the executed Articles of Incorporation for subject Florida Corporations.

Please file the enclosed original articles as soon as administratively possible, and return the acknowledgement thereof to the undersigned, immediately.

Find enclosed herewith, two checks for \$70.00 each made payable to the Florida Secretary of State to cover all applicable fees and expenses.

Please contact me if you have any questions on the above.

Very truly yours,



Ron Howell

APR 15

BSB

FILED
97 APR 14 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

cc: Client

**ARTICLES OF INCORPORATION
OF
Gulf Stream Studios, Inc.**

FILED
97 APR 14 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be Gulf Stream Studios, 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 with the Secretary of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue one thousand, no 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 this corporation fails or refuses, within such period,

Articles Of Incorporation Of Gulf Stream Studios, Inc.

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 Restrictions 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.

The name and address of the individual who shall serve as the Initial Board Of Directors is Mary Katherine Springer, 180 Oxford Road, Fern Park, Florida 32730.

ARTICLE VIII. INDEMNIFICATION

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

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be 180 Oxford Road, Fern Park, Florida 32730.

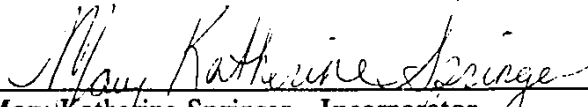
The name of the individual who shall serve as this corporation's initial registered agent at that address is: Mary Katherine Springer.

ARTICLE X. INCORPORATOR

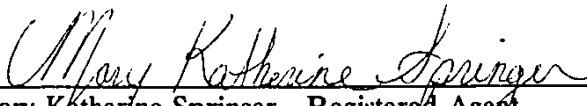
The name and address of the individual who shall serve as this corporation's incorporator are: Mary Katherine Springer, 180 Oxford Road, Fern Park, Florida 32730.

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.

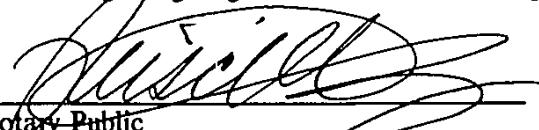

Mary Katherine Springer - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of Gulf Stream Studios, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Gulf Stream Studios, Inc.


Mary Katherine Springer - Registered Agent

State Of FLORIDA
County Of SEMINOLE

On the 10th day of April, 1997, Mary Kay Springer, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of Gulf Stream Studios, Inc.


Notary Public



PRISCILLA PEREZ
My Commission
Expires Aug. 15.

Commission Expiration Date & Commission Number:

(SEAL)



PRISCILLA PEREZ
My C
Exp

PRISCILLA PEREZ
My Commission CC488613
Expires Aug. 15, 1999

Articles Of Incorporation Of Gulf Stream Studios, Inc.