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April 17, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-04/28/97--01130--013
****122.50 ****122.50

RE: **BADLAND RECORDS, INC.**

Dear Sir/Madam:

Please find enclosed an original and one (1) copy of the articles of incorporation for the above referenced corporation. We have also enclosed check number 122 in the amount of \$122.50 for the filing fee.

If there are any questions or concerns please contact our office at the letterhead address or telephone number.

Sincerely,

CHARLIE J. GILLETTE, JR.

CJGJR/ej

Enclosures

FILED
97 APR 28 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OUR NEW ADDRESS IS
603 North Market Street, Jacksonville, Florida 32202

APR 30 1997
[Handwritten initials]

ARTICLES OF INCORPORATION
OF
BADLAND RECORDS, INC.

FILED
97 APR 28 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is **Badland Records, Inc.**

ARTICLE II: PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business including music recording and entertainment promotion services.

ARTICLE III: PRINCIPAL OFFICE

The street address of the principal office is 175 Stockton Street, Jacksonville, Florida 32204. The mailing address of **Badland Records, Inc.**, is also the same as the street address for the principal office.

ARTICLE IV: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 175 Stockton Street, Jacksonville, Florida 32204, and the name of the initial registered agent of this corporation at the address is Arthur Pless.

ARTICLE V: DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are filed.

ARTICLE VI: CAPITAL STOCK

(a) Authorized Shares. This corporation is authorized to issue one thousand shares of stock all of which will be of the same class. The par value shall be \$1.00 per share.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(d) Voting. Each share of common stock shall have equal and full voting powers and rights, and the holders of record thereof shall be entitled to one vote for each share so held. At all meetings of shareholders a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

(e) Corporate Liquidation and Dissolution. In the event of voluntary liquidation, dissolution or winding up of the corporation, the holders of record of the common stock shall be entitled to receive distribution, ratable, of the remaining assets of the corporation.

(f) Cumulative Voting. Cumulative voting shall not be permitted.

(g) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as allowed by law.

ARTICLE VII: DIRECTORS

(a) Number. The corporation shall have one (1) director initially. The number of directors may be increased from time to time by bylaws adopted by the shareholders.

(b) Initial Board of Directors. The name and address of the director, until the first annual meeting of the shareholders, is as follows:

Arthur Pless	7557 Arlington Expressway Jacksonville, Florida 32211
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(c) Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VIII: BYLAWS

shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX: INCORPORATOR

The name and street address of the incorporator of this corporation is:

Arthur Pless

7557 Arlington Expressway
Jacksonville, Florida 32204

IN WITNESS WHEREOF, I have made, signed and hereby acknowledge these

Articles of Incorporation as of this 7th day of April, 1997.



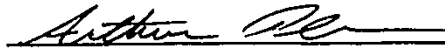
ARTHUR PLESS, Incorporator

CERTIFICATE OF DESIGNATION

Registered Agent/Registered Office

Pursuant to the provisions of Section 607.0501 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:

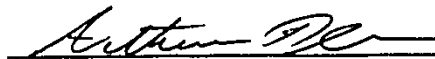
1. The name of the corporation is **Badland Records, Inc.**
2. The name of the Registered Agent is Arthur Pless. The street and mailing address of the Registered Office is 175 Stockton Street, Jacksonville, Florida 32204.



ARTHUR PLESS, President

HAVING BEEN NAMED, as Registered Agent for this Corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

Dated on 7th day of April, 1997.



ARTHUR PLESS, Registered Agent