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July 9, 1997

Secretary of State, State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: New Filing of Articles of Incorporation

300002234863--2
-07/10/97--01046--001
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find one original and one copy of Articles of Incorporation for The Rock Christian Music and Gifts, Inc. for filing with the Secretary of State. Also enclosed is a check in the amount of \$70.00 for the filing fee.

If you should need anything further, please do not hesitate to contact me.

Sincerely,

William L. Roelke

William L. Roelke

WLR:dfg
Encls.
27340

FILED
97 JUL 10 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-11-97

ARTICLES OF INCORPORATION

OF

THE ROCK CHRISTIAN MUSIC AND GIFTS, Inc.

FILED
97 JUL 13 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I-NAME

The name of this Corporation is The Rock Christian Music and Gifts, Inc.

ARTICLE II-INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this Corporation is 930 Edgewood Avenue South, Jacksonville, Florida 32205.

ARTICLE III-DURATION

This Corporation shall have perpetual existence.

ARTICLE IV-PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V-CAPITAL STOCK

This Corporation is authorized to issue One Hundred (100) shares, all of which shall be of the par value of One Dollar (\$1.00) per share.

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 930 Edgewood Avenue South, Jacksonville, Florida 32205, and the name of its initial registered agent at such address is Anthony J. Nasrallah.

ARTICLE VII-INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be one (1), and the name and address of the person who is to serve as the initial Director is:


Anthony J. Nasrallah

930 Edgewood Avenue South,
Jacksonville, Florida 32205

ARTICLE VIII-INCORPORATOR

The name and address of the incorporator is William L. Roelke, Jr., 121 West Forsyth Street, Suite 900, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9th day of July, 1997.



William L. Roelke, Jr., Incorporator

STATE OF FLORIDA)

COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 9th day of July, 1997, by William L. Roelke, Jr. He is personally known to me.

Brenda Craig
Notary Public for the State of
Florida at Large

My Commission Expires:

Commission Number:

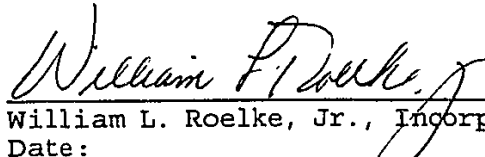


BRENDA CRAIG
My Commission CC825842
Expires Jan. 18, 2000

**CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Sections 48.091 and 607.0501, Florida Statutes (1993), the following is submitted:

That The Rock Christian Music and Gifts, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Jacksonville, State of Florida, has named Anthony J. Nasrallah, located at 930 Edgewood Avenue South, Jacksonville, Florida 32205, City of Jacksonville, State of Florida, as its agent to accept service of process within Florida.




William L. Roelke, Jr., Incorporator
Date:

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, Anthony J. Nasrallah hereby agrees to act in this capacity, and to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Anthony J. Nasrallah

By: 

Date: 7/9/97

FILED
97 JUL 10 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA