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**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

WALK IN

PICK UP

8/8/97

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CERTIFIED COPY

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FILING

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1.)

Boot Liquor Records, Inc.

(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

K.R. AUG 04 1997

FILED
97 AUG -4 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 AUG -4 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BOOT LIQUOR RECORDS, INC.

FILED
97 AUG -4 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

BOOT LIQUOR RECORDS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

5250 SW 1078 AVE
Ft. Lauderdale, Florida 33331

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000, each share having a par value of \$1 per share

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Andrew B. Peretz, Esq.
BARRETT & GRAVANTE
ONE EAST BROWARD BLVD.
SUITE 620
FT. LAUDERDALE, FLA. 33301

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Randy Grinter
5250 SW 1078 AVE
Ft. Lauderdale, Florida 33331

The undersigned has(have) executed these Articles of Incorporation this

31st day of July, 1997.

Randy Grinter / V.P. Secretary
Signature Title

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
91 AUG - 1 4 11:54
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to the provisions of section 607.0501, Florida 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:

BOOT LIQUOR RECORDS, INC.
2. The name and address of the registered agent and office is:

Andrew B. Peretz, Esq.
BARRETT & GRAVANTE
ONE EAST BROWARD BLVD.
SUITE 620
FT. LAUDERDALE, FLA. 33301

SIGNATURE

Andy Peretz

TITLE

Vice President/Secretary

DATE

7-31-97

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS 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.

SIGNATURE

Andrew B. Peretz

DATE

7-31-97

REGISTERED AGENT FILING FEE: \$35.00