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Law Offices
GRAYLING E. BRANNON, P.A.

Attorney at Law

1536 Jefferson Street N.
Jacksonville, FL 32209

(904) 358-9151
FAX 358-0058

August 25, 1997

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation of ROC-JAM MANAGEMENT PRODUCTIONS,
INCORPORATED

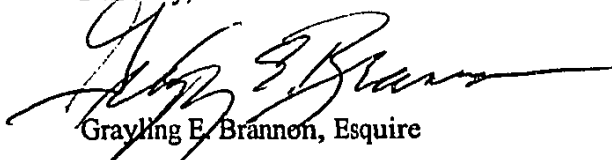
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*****70.00 *****70.00

Dear Secretary:

Please find enclosed an original and one (1) copy of the articles of incorporation for the above referenced corporation. I have also enclosed check number 2416 in the amount of \$70.00 for the filing fee.

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

Sincerely,


Grayling E. Brannon, Esquire

GEB/clj
Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Dmc
8/28/97

ARTICLES OF INCORPORATION

BY THESE ARTICLES OF INCORPORATION, the incorporator(s) forms a corporation for profit under Florida Law.

The name of the corporation shall be ROC-JAM MANAGEMENT PRODUCTIONS, INCORPORATED.

ARTICLE II

This Corporation shall exist perpetually.

ARTICLE III

The purposes of this Corporation are to manage artist, athletes and other professionals, and engage in the business of developing and promoting entertainment productions, such as, but not limited to concerts, videos, talent shows and to exercise the powers now or hereafter granted to corporations under the laws of the State of Florida.

ARTICLE IV

This Corporation is authorized to issue 100,000 shares of common stock of no par value.

ARTICLE V

The initial registered agent for this Corporation is: Grayling E. Brannon and the initial registered office is located at 1536 Jefferson Street North, Jacksonville, Florida 32209. The principal and registered office are the same.

This Corporation shall have one (1) director initially. The number shall be fixed by the bylaws and may be changed from time to time.

The name and street address of each member of the first Board of Directors are:

Raymond A. Jarrell	1528 Shearwater Drive Jacksonville, Florida 32218
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The name and address of incorporator is:

Raymond A. Jarrell	1528 Shearwater Drive Jacksonville, Florida 32218
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RAYMOND A. JARRELL
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 25th day of August, 1997.

W. E. Hannon
Resident Agent

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TALLAHASSEE, FLORIDA