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Law Offices of  
Clinton L. Doud

519 NEWMAN STREET  
JACKSONVILLE, FLORIDA 32202

October 28, 1997

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FACSIMILE (904) 353-1315

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

Re: Incorporation

500002336385--1  
-11/03/97-01108-002  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir:

EFFECTIVE DATE  
10-28-97

Enclosed please find one original and one copy of the Articles of Incorporation for Jaguars Music Palace, Inc., and the original Designation and Acceptance of Registered Agent. A certified copy of the Articles of Incorporation is hereby requested. Furthermore, enclosed is a check in the amount of \$122.50 to cover the costs of filing, designation of registered agent and one certified copy. Please return the certified copy to the undersigned.

Should you have any questions, please call.

Sincerely,

Clinton L. Doud

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 NOV -3 PM 2:40

CLD/ks  
Enclosures

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ARTICLES OF INCORPORATION

OF

JAGUARS MUSIC PALACE, INC.

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DIVISION OF CORPORATIONS  
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The undersigned, acting as incorporators of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

**FIRST:** The name of the corporation is Jaguars Music Palace, Inc.

**SECOND:** The period of duration of the corporation is perpetual.

**THIRD:** The purpose or purposes for which the corporation is to act in the capacity as a retail music outlet and to do everything necessary, proper, advisable, or convenient for the accomplishment of such purposes, as well as to carry out all other lawful business, that is not forbidden by Florida corporation law or by other law, or by these articles of incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or by the foreign country.

**FOURTH:** Authorized Shares.

*Number.* The aggregate number of shares the corporation shall have the authority to issue is 10,000 shares of Capital Stock with a value of \$1.00 per share.

*Initial issue.* 1,000 shares of the Capital Stock of the corporation shall be issued for cash at a value of \$1.00 per share.

*Stated Capital.* The sum of the value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

*Dividends.* The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

**FIFTH:** The initial street address in Florida of the initial registered office of the corporation is 519 Newnan Street, Jacksonville, Florida 32202, and the name of the initial registered agent at such address is Clinton L. Doud, Esquire.

**SIXTH:** The initial board of directors shall consist of two (2) members, who need not be a resident of the State of Florida or shareholders of the corporation.

**SEVENTH:** The name and address of the persons who will serve as directors until the first annual meeting of shareholders, or until their successors have been elected and qualified, are as follows:

Name.	Number & Street	City	State	Zip Code
Daron Brown	1025 Pleasant Avenue	Jacksonville	FL	32218
Jerry Smith	10967 Keyhaven Boulevard	Jacksonville	FL	32218

**EIGHTH:** The name and address of the initial incorporator is as follows:

Name	Number & Street	City	State	Zip Code
Daron Brown	1025 Pleasant Avenue	Jacksonville	FL	32218
Jerry Smith	10967 Keyhaven Boulevard	Jacksonville	FL	32218

**NINTH:** An affirmative vote of the majority of the shares of the corporation shall be required for any shareholder action.

**TENTH:** The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of the common stock.

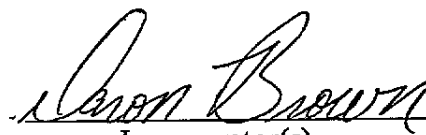
**ELEVENTH:** The address of the principal office is 813 Golfair Boulevard, Booths D1-6, Jacksonville, Florida 32209.

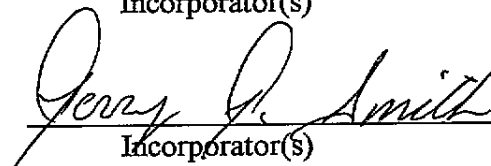
**TWELFTH:** The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of said shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notice must be given by any shareholder to the President or a Vice-President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

**THIRTEENTH:** The effective date of this corporation is October 28, 1997.

**FOURTEENTH:** The incorporators and corporation agree that prior to issuance of stock the corporation and shareholders shall execute a shareholders agreement limiting the ability of the corporation and shareholders from transferring stock.

**IT WITNESS WHEREOF, THE UNDERSIGNED** has made and subscribed of these articles of incorporation at Jacksonville, Florida, on the ~~28th~~ 29th day of October, 1997.

  
Incorporator(s)

  
Incorporator(s)

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**DESIGNATION AND ACCEPTANCE  
OF REGISTERED AGENT**

Pursuant to the provisions of F.S. 607.0501, 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 Jaguars Music Palace, Inc.
2. The name of the registered agent is Clinton L. Doud, Esquire.
3. The address of the registered agent/registered office is 519 Newnan Street, Jacksonville, Florida 32202; telephone (904) 632-0444.

**ACCEPTANCE**

Having been named as registered agent and designated to accept service of process for the above corporation, 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.



BY: CLINTON L. DOUD

DATE: October 22, 1997