

PETER A. PEAK

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P97000098649
November 12, 1997

Department of State
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 32314

300002348393--3
-11/17/97-01039-007
****122.50 ****122.50

Re: GOLDTONE MUSIC AND GAMES, INC.

Dear Sirs:

Enclosed please find the original Articles of Incorporation for **Goldtone Music and Games, Inc.** to be submitted for filing along with my office account check in the amount of \$122.50 to cover fees and costs.

I also enclose a copy of the Articles of Incorporation to be certified and returned to my office.

Should you have any questions, please contact my office.

Sincerely,



Peter A. Peak

PAP:jh
Encl.

97 NOV 17 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

97-11-19-97

ARTICLES OF INCORPORATION

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97 NOV 17 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. **NAME:** The name of this corporation is **GOLDTONE MUSIC AND GAMES, INC.**

2. **DURATION:** The period of its duration is perpetual.

3. **PURPOSE:** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

4. **STOCK:** The corporation is authorized to issue SEVEN THOUSAND, FIVE HUNDRED, (7,500) shares of common stock, all of one (1) class, at ONE DOLLAR (\$1.00) par value.

5. **ADDRESS OF PRINCIPAL OFFICE:** The address of the principal office of the corporation is:

8251 15th Street East
Bradenton, Florida 34243

6. **INITIAL REGISTERED OFFICE AND AGENT:** The name and address of the initial registered agent and office of this corporation is as follows:

Scott Hepburn
8251 15th Street East
Bradenton, Florida 34243

7. **INITIAL BOARD OF DIRECTORS:** This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

NAME

ADDRESS

Scott Hepburn

6240 26th Street West
Bradenton, Florida 34207

John Arch

3119 Long Rifle Drive
Wimauma, Florida 33598

Cynthia Benkhardt

7409 Manatee Street
Sarasota, Florida 34243

8. **INCORPORATOR:** The name and address of the incorporator signing these Articles of Incorporation is:

NAME

Scott Hepburn

ADDRESS


6240 26th Street West
Bradenton, Florida 34207

9. **AMENDMENT OF ARTICLES:** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

10. **INDEMNIFICATION:** The corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.041 of the Florida Statutes, as amended.

11. **PREEMPTIVE RIGHTS:** Each shareholder of this corporation shall have the first right to purchase shares, and securities convertible into shares, of any class, kind or series of stock in this corporation that may from time to time be issued whether or not presently authorized including the shares from the treasury of this corporation, in the ratio that the numbers of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

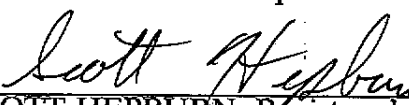
IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 12 day of November, 1997.


SCOTT HEPBURN, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

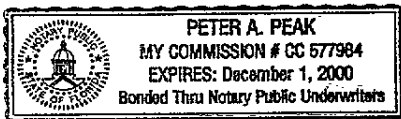

SCOTT HEPBURN, Registered Agent

STATE OF FLORIDA
COUNTY OF MANATEE

BEFORE ME personally appeared SCOTT HEPBURN, personally known to me or who has produced Florida Driver's License #: FI DL # H165-72-55-150-0 as identification and is described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 12 day of November 1997.

MY COMMISSION EXPIRES:



Signed Name of Notary Public

Typed Name of Notary Public
Commission No.:

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA