OP 800003666 THE UNITED STATES CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE: 666719 80981A

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE: January 13, 1998

ORDER TIME: 10:43 AM

ORDER NO. : 666719-005

CUSTOMER NO: 80981A

CUSTOMER: John F. Wendel, Esq WENDEL CHRITTON & PARKS

5300 S. Florida Avenue

Lakeland, FL 33813

DOMESTIC FILING

NAME: ACROPOLIS RECORDS, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

_____ PLAIN STAMPED COPY

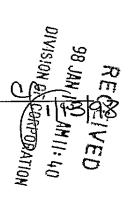
CERTIFICATE OF GOOD STANDING

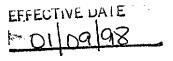
CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

DIVISION OF CORPORATION
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****122.50 ****122.50





ARTICLES OF INCORPORATION

DIVISION OF CORPORATIONS

98 JAN 13 PM 1:55

OF

ACROPOLIS RECORDS, INC.

The undersigned incorporator, for the purpose of forming a corporation under Chapter 607, Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be ACROPOLIS RECORDS, INC..

ARTICLE II

The existence of the corporation shall commence on January 9, 1998.

ARTICLE III

The street address and mailing address of the principal office of the corporation is 3906 Spoonbill Court, Lakeland, Florida 33813.

ARTICLE IV

The number of shares which the corporation is authorized to issue is 1,000 shares having a par value of \$0.01 each.

ARTICLE V

The street address of the corporation's initial registered office is c/o Wendel, Chritton & Parks, Chartered, 5300 South Florida Avenue, Lakeland, Florida 33813, and the name of its initial registered agent at that address is John F. Wendel.

ARTICLE VI

The name and address of the sole incorporator of the corporation is John F. Wendel, c/o Wendel, Chritton & Parks, Chartered, 5300 South Florida Avenue, Lakeland, Florida 33813.

The undersigned incorporator has executed these Articles of Incorporation this **2** day of January, 1998.

John F. Wendel Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, JOHN F. WENDEL, having been named to serve as Registered Agent for ACROPOLIS RECORDS, INC., do hereby accept such office and agree to conduct myself therein according to law. I am familiar with, and accept the obligations of such office.

DATED this ______day of January, 1998.

ohn F. Wendel

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