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ACCOUNT NO. : 072100000032

REFERENCE : 699875 101142A

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 122..50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 10 AM 9:25

ORDER DATE : February 9, 1998

ORDER TIME : 4:30 PM

ORDER NO. : 699875-005

CUSTOMER NO: 101142A

100002425901--1

CUSTOMER: Robert E. Wiggins, esq
SLATER & WIGGINS

334 East Lake Road #336

Palm Harbor, FL 34685

DOMESTIC FILING

NAME: KYAN RECORDS, INC.

EFFECTIVE DATE:

XX 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: Stacy L Earnest

EXAMINER'S INITIALS:

RECEIVED
98 FEB 10 AM 8:11
DIVISION OF CORPORATION

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**ARTICLES OF INCORPORATION
OF
KYAN RECORDS, INC.**

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**ARTICLE I
NAME**

The name of this Corporation is KYAN RECORDS, INC.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the Corporation and mailing address is:

2265 Cypress Point Drive East
Clearwater, Florida 33763

**ARTICLE III
TERM**

The term of existence of this Corporation is perpetual.

**ARTICLE IV
PURPOSE**

This Corporation is organized to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE V
CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI
DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial Director of this Corporation, who shall serve until his successor is elected and have qualified or until removed is as follows:

NAME

MENTON J. MATTHEWS, III

ADDRESS

2265 Cypress Point Drive E.
Clearwater, Florida 33763

ARTICLE VII
OFFICERS

The affairs of this Corporation shall be administered by the officers designated by the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the shareholders, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors, are as follows:

OFFICE

NAME AND ADDRESS

President
Treasurer

MENTON J. MATTHEWS, III
2265 Cypress Point Drive E.
Clearwater, Florida 33763

Secretary

SARAH HUBBARD
2265 Cypress Point Drive E.
Clearwater, Florida 33763

ARTICLE VIII
REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of this corporation is as follows:

ROBERT E. WIGGINS, ESQUIRE
Sein Professional Center
36402 U.S. Highway 19 N.
Palm Harbor, FL 34684

ARTICLE IX
INDEMNIFICATION

Every Director and every officer of this Corporation serving this Corporation at its request, shall be indemnified by this Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being of having been a Director or officer of this Corporation, or by reason of his serving or having served this Corporation at its request, whether or not he is a Director or officer or is serving at the time such expenses or liabilities are incurred; provided that in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the

performance of his duties and also in the event of a settlement, before entry of judgment, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of this Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

ARTICLE X **BYLAWS**

The first Bylaws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE XI **AMENDMENTS**

Amendments to the Articles of Incorporation shall be first adopted in resolution form by majority vote of the Board of Directors, who shall direct in its proceedings that the proposed amendment be submitted to a vote of the shareholders either at an annual meeting or a special meeting called for that purpose. At the shareholders' meeting, the affirmative vote of the holders of a majority of shares entitled to vote shall be required for adoption of the proposed amendment.

ARTICLE XII **SUBSCRIBER**

The name and address of the Subscriber to these Articles of Incorporation is as follows:

NAME

MENTON J. MATTHEWS, III

ADDRESS

2265 Cypress Point Drive E.
Clearwater, Florida 33763

IN WITNESS WHEREOF, the Subscriber has hereunto affixed his signature on this

4 day of February, 1998.

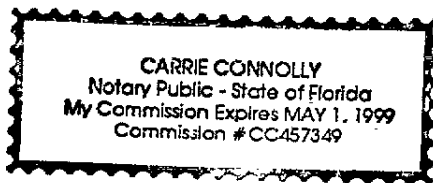

MENTON J. MATTHEWS, III

STATE OF FLORIDA]

COUNTY OF PINELLAS]

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared MENTON J. MATTHEWS, III, who X produced a valid ~~Florida~~ Drivers License/Identification Card; Georgia is personally known to me; X who did take an oath and who executed the foregoing instrument for the purposes therein expressed. 25437132 - Idem. Card for Georgia

Witness my hand and official seal in the County and State last aforesaid this 4 day of February, 1998.




NOTARY PUBLIC - State of Florida
My Commission Expires:

May 1, 1999

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

I, ROBERT E. WIGGINS, as Registered Agent for KYAN RECORDS, INC., do hereby agree to accept Service of Process on behalf of the Corporation, to keep my office located at Sein Professional Center, 36402 U.S. Highway 19 N. Palm Harbor, Florida 34684, open during prescribed hours; and to post my name in some conspicuous place in the above-stated office as required by law.

DATED: February 2, 1998.



ROBERT E. WIGGINS
Registered Agent

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