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WILLIAM B. PRINGLE III, P.A.
FILED

BARNETT BANK CENTER
SUITE 2100

390 NORTH ORANGE AVENUE 98 MAR 23 PM 1:16
ORLANDO, FLORIDA 32801

WILLIAM B. PRINGLE III
ATTORNEY AT LAW

JANET M. HART
PARALEGAL

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TELEPHONE:
(407) 843-3701
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(407) 650-1800

March 20, 1998

VIA FEDERAL EXPRESS DELIVERY

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

500002465265--8
-03/23/98-01099-026
****122.50 ****122.50

Re: Articles of Incorporation for
O Town Records, Inc.

Dear Sir/Madam:

Enclosed for filing please find an original set of Articles of Incorporation for the above referenced corporation. Also enclosed is a copy of the Articles to be certified and returned to our office. I am enclosing a check in the amount of \$122.50 for the filing fee in this matter.

If a corporation already exists under this name, please advise and return the enclosed Articles of Incorporation and check to our offices.

Should you have additional questions in this regard, please do not hesitate to contact me.

Very truly yours,

Janet M. Hart

Janet M. Hart
Paralegal

JMH\pbj

Enclosures

P. Hall
MAR 25 1998

ARTICLES OF INCORPORATION

OF

O TOWN RECORDS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is O TOWN RECORDS, INC.

ARTICLE II. PURPOSE

This corporation is organized for the following purpose(s):

a. To engage in any or all lawful business for which corporation may be incorporated under the laws of Florida.

ARTICLE III. POWERS

The corporation shall have the following powers:

a. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

b. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property to any interest therein, wherever situated.

c. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

d. To lend money to, and use its credit to assist its officers and employees in accordance with law.

e. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

f. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

g. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

h. To conduct its business, carry on its operations, and have offices and exercise the powers granted by law within or without this state.

i. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

j. To make and alter By-Laws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

k. To make donations for the public welfare or for charitable, scientific, or educational purposes.

l. To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

m. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

n. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

o. To have and exercise all powers necessary or convenient to effects its purposes.

ARTICLE IV. COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence existence upon filing of these Articles, and shall have perpetual existence.

ARTICLE V. CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock having a par value of One Cents (.01) per share.

ARTICLE VI.
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation, and the name of the initial registered agent of this corporation at that address is:

Alan A. Siegel
7380 Sand Lake Road, Suite 350
Orlando, Florida 32819

ARTICLE VII.
INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time as set forth in the By-Laws. The name and address of the director of this corporation is:

Louis J. Pearlman
7380 Sand Lake Road, Suite 350
Orlando, FL 32819

ARTICLE VIII. INCORPORATION

The name and address of the person signing these Articles of Incorporation is:

Louis J. Pearlman
7380 Sand Lake Road, Suite 350
Orlando, FL 32819

ARTICLE IX. BYLAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X.
RESTRICTIONS ON TRANSFER OF STOCK

Transfer of shares of capital stock of this corporation may be restricted by the By-Laws or by agreement among the shareholders.

ARTICLE XI. AMENDMENT

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.

ARTICLE XII. PRINCIPLE OFFICE

The principle office address is 7380 Sand Lake Road, Suite 350, Orlando, FL 32819.

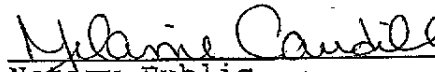
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20th day of March, 1998.


Louis J. Pearlman

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared LOUIS J. PEARLMAN, who is personally known to me to be the person who executed the foregoing Articles of Incorporation, and who swore to and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 20 day of March, 1998.


Notary Public
My Commission Expires: May 19, 2000



MELANIE CAUDILL
My Commission CC555794
Expires May. 19, 2000

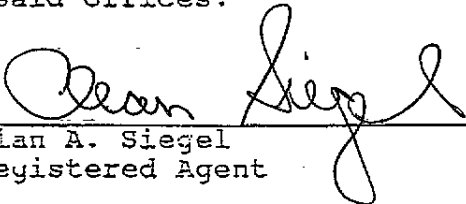
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48-091, Florida Statutes, the following is submitted, in compliance with said Act:

First--that O TOWN RECORDS, INC. desiring to organize under the laws of the State of Florida, with its principle office, as indicated in the Articles of Incorporation, at City of Orlando, County of Orange, State of Florida, has named Alan A. Siegel of 7380 Sand Lake Road, Suite 350, Orlando, Florida 32819, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said offices.



Alan A. Siegel
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA