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April 24, 1998

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

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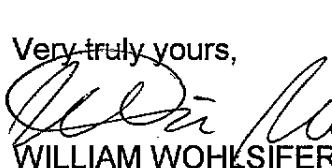
RE: Incorporation of Step Off Entertainment, Inc.

Dear Secretary of State:

1. Please file the enclosed Articles of Incorporation for Step Off Records, Inc. and Certificate Designating Registered Agent. My check for \$70.00 is enclosed for your service.
2. The second and third name choices are:
2nd Step Off Enterprises, Inc.
3rd Step Off Music, Inc.

If you need anything additional or have any questions, please do not hesitate to contact me.

Very truly yours,


WILLIAM WOHLISIFER

Encs.

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION OF STEP OFF ENTERTAINMENT, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation:

ARTICLE ONE NAME & ADDRESS

The name of the corporation is Step Off Entertainment, Inc. Its principal office and place of business is located at 521 Dew Drop Cove, Casselberry, Florida 32707.

ARTICLE TWO CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE THREE PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To record, print, publish, disseminate, distribute and promote the sale of music and video master recordings and copies thereof.
2. To reproduce, print, publish or disseminate in any medium, the portraits, pictures and likenesses in connection with the exploitation of master recordings of recording artists.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is Two Hundred (200). Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

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**ARTICLE FIVE
ACQUISITION AND DISPOSITION OF PROPERTY**

The corporation shall have the power to purchase, lease, or otherwise acquire by bequest, devise, gift, or other means, and to hold, own, manage, or develop, and to mortgage, hypothecate, deed in trust, sell, convey, exchange, option, subdivide, or otherwise dispose of real and personal property of every class and description and any estate or interest therein, as may be necessary or convenient for the proper conduct of the affairs of the corporation, without limitation as to amount or value, in any of the states, districts, or territories of the United States, subject to the laws of any such states, districts, or territories.

**ARTICLE SIX
REGISTERED OFFICE AND AGENT**

The name and address of its initial registered agent is William Wohlsifer, Esquire, 347 North Ridgewood Avenue, Suite C, Daytona Beach, FL 32114.

**ARTICLE SEVEN
INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors of the corporation is three (3). The names and addresses of the persons who are to serve as the members of the initial board of directors are:

CARL L. MARION, III, President,
637 Sandpiper Lane, Casselberry, Florida 32707

KATHLEEN KELLY MARION, Vice-President, Secretary
637 Sandpiper Lane, Casselberry, Florida 32707

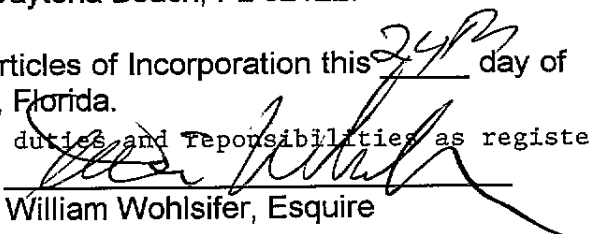
WILLIAM J. McLAUGHLIN
521 Dew Drop Cove, Casselberry, Florida 32707

**ARTICLE EIGHT
INCORPORATOR**

The name and address of the incorporator is William Wohlsifer, Esquire, 347 North Ridgewood Avenue, Suite C, P.O. Box 6003, Daytona Beach, FL 32122.

The undersigned has executed these Articles of Incorporation this 24th day of April 1998, at Daytona Beach, Volusia County, Florida.

I am hereby familiar with and accepts the duties and responsibilities as registered agent for said corporation.


William Wohlsifer, Esquire

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