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**Booth & Horton, P.A.**

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May 26, 1998

Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

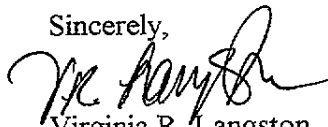
Re: Filing of Rock the World, Inc.

700002539267--4  
-05/28/98--01071--011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir or Madam:

Please find enclosed the original Articles of Incorporation of Rock the World, Inc. together with the Acceptance of Registered Agent. I have also furnished you a copy of said documents along with a check in the amount of \$70.00 for the filing fee.

Should you have any questions or need any further information, please don't hesitate to call.

Sincerely,  
  
Virginia R. Langston  
Legal Assistant

/vrl

**FILED**  
98 JUN 11 AM 10:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OK  
WILL  
1/2

Matthew Z. Cunningham  
1415 Devil's Dip  
Tallahassee, FL 32308

Ms. Carolyn Batten  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

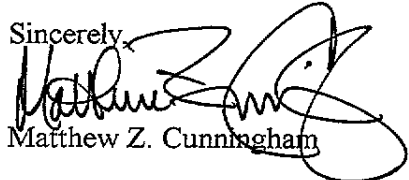
Re: Filing of Rock the World, Inc.

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98 JUN 11 AM 10:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Ms. Batten:

On or about June 1, 1998 you received a letter from the office of my attorney, Booth & Horton, P.A., furnishing you with original Articles of Incorporation of Rock the World, Inc., the Acceptance of Registered Agent and a check in the amount of \$70.00 for the filing fee. I understand that you spoke with my attorney's secretary last week about needing further information. Per your request, I am informing you that I will not reinstate the old Rock the World, Inc.

Sincerely,

  
Matthew Z. Cunningham

ARTICLES OF INCORPORATION  
OF

**ROCK THE WORLD, INC.**

In compliance with the requirements of Chapter 607 of the Florida Statutes, the undersigned, being natural persons, do hereby act as incorporators in adopting and filing following articles of incorporation for the purpose of organizing a corporation.

ARTICLE I

The name of the corporation ("Corporation") is **ROCK THE WORLD, INC.**

ARTICLE II

The existence of the corporation shall begin on the date these Articles are filed with the Department of State, and shall continue perpetually.

ARTICLE III

The street address of the principal office of the Corporation is 1415 Devil's Dip, Tallahassee, Florida 32308

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is five hundred (500), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is Booth & Horton, P.A., 522 E. Park Ave., Tallahassee, Florida 32301. The initial registered agent for the Corporation at that address is Wiley Horton, Esq.

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ARTICLE VI

The initial board of directors shall consist of two (2) members. The names and addresses of the persons who will serve on the initial board of directors are:

Matthew Z. Cunningham  
1415 Devil's Dip  
Tallahassee, Florida 32308

Daniel D. Godwin  
Route 6 Box 24E  
Quincy, Florida 32351

ARTICLE VII

The name and street address of the person signing these articles of incorporation is:

Mathew Z. Cunningham  
1415 Devil's Dip  
Tallahassee, Florida 32308

ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE IX

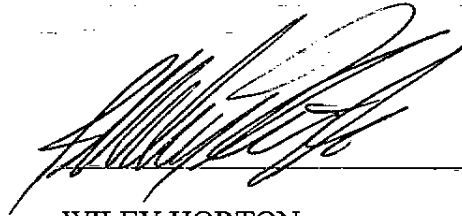
The corporation has been organized for the purpose of producing recorded music.

IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation this 13<sup>th</sup> day of May, 1998

  
MATTHEW Z. CUNNINGHAM

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for ROCK THE WORLD, INC., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.051(3). Dated this 26<sup>TH</sup> day of MM, 1998.



WILEY HORTON

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