

P98000058602



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 877075 170159A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 1, 1998

ORDER TIME : 10:27 AM

ORDER NO. : 877075-005

CUSTOMER NO: 170159A

CUSTOMER: Ms. Carrie P. Fagan
BRUCE BRASHEAR, ESQ

Suite A
920 N. W. 8th Avenue
Gainesville, FL 32601

600002577516--8

-07/01/98--01038--010

****122.50 ****122.50

DOMESTIC FILING

NAME: SOUTHERN MUSIC CORPORATION

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:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -1 PM12:24

RECEIVED
98 JUL 17 AM 11:23
DIVISION OF CORPORATIONS

EFFECTIVE DATE

6/30/98

ARTICLES OF INCORPORATION
OF
SOUTHERN MUSIC CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -1 PM 12:24

Article I

Name. The name of this Corporation is Southern Music Corporation.

Article II

Principal Office. The address of the principal office of the Corporation is 2441 N. W. 43rd St, Suite 3-C, Gainesville, FL 32606.

Article III

Duration. The period of duration of this Corporation shall be perpetual, commencing on the date of execution and acknowledgment of these articles.

Article IV

Purpose. The purpose of this Corporation is to engage in any activities or businesses permitted under the laws of the United States and under the Florida General Corporation Act including, but not limiting the acquisition of life insurance bonds, debentures, commodities, leaseholds, options, puts and calls, easements, mortgages, notes, mutual funds, investment trusts, common trust funds, voting trust certificates, and any class of stock or right to subscribe for stock, including trading on margin.

Article V

Capital Stock. This Corporation is authorized to issue 1,000 shares of \$.001 par value common stock.

Article VI

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

Article VII

Initial Registered Office and Agent. The street address of the initial registered office of this Corporation is 2441 N. W. 43rd St, Suite 3-C, Gainesville, FL 32606, and the name of the initial registered agent of this Corporation is Gregory B. Rawls.

Article VIII

Initial Board of Directors. The Corporation shall have three (3) Directors initially. The number of Directors may either be increased or diminished from time to time by the By-Laws, but it shall never be less than one. The names and addresses of the initial Directors of this Corporation are:

Gregory B. Rawls
2441 N. W. 43rd St, Suite 3-C
Gainesville, FL 32606

Michael J. Summers
2441 N. W. 43rd St, Suite 3-C
Gainesville, FL 32606

David S. Hutchings
2441 N. W. 43rd St, Suite 3-C
Gainesville, FL 32606

Article IX

Incorporator. The name and address of the person signing these Articles is Gregory B. Rawls, 2441 N. W. 43rd St, Suite 3-C, Gainesville, FL 32606.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 30 day of June, 1998.



GREGORY B. RAWLS
Incorporator

**STATE OF FLORIDA
COUNTY OF ALACHUA**

The foregoing instrument was acknowledged before me this 30th day of June, 1998, by GREGORY B. RAWLS, who is personally known to me or who has produced Florida Driver License R 420 282 66 327 0 as identification, and who says that he is Incorporator of these Articles of Incorporation and as such Incorporator verifies that all statements and information contained herein are true and correct.

DATED this 30 day of June, 1998.



Notary Public



(SEAL)

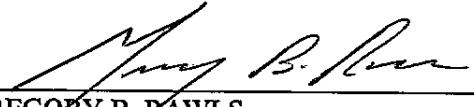
Carrie P. Fagan
MY COMMISSION # CC607298 EXPIRES
January 8, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

Printed Name
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of SOUTHERN MUSIC CORPORATION which is contained in the foregoing Articles of Incorporation.

DATED this 30 day of June, 1997.



GREGORY B. RAWLS
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -1 PM 12:24