

P980000 64774

July 10, 1998

Sanctuary Records, Inc.
407 Whooping Loop, Ste 1631
Altamonte Springs, FL 32701

Bureau of Corporation Records
Charter Division
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 21 AM 11:08

EFFECTIVE DATE
07-13-98

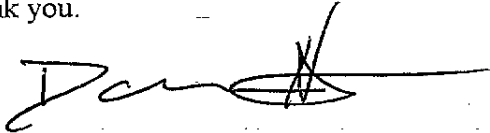
RE: Corporate charter
Sanctuary Records, Inc.

800002593728--7
-07/21/98--01030--001
*****70.00 *****70.00

The enclosed check is for:

filing fee	\$35.00
registered agent	\$35.00
TOTAL	<u>\$70.00</u>

Please return all documents to the above address.
Thank you.



Sanctuary Records, Inc.

Enclosure

RP
07-23-98

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

The undersigned, for the purposes of forming a corporation under the Florida general Corporation Act, hereby adopt the following Articles of Incorporation.

**ARTICLE ONE
NAME**

The name of the corporation is *Sanctuary Records, Inc.*

**ARTICLE TWO
DURATION**

EFFECTIVE DATE

7-13-98

This corporation shall commence existence as of the date of execution of these articles.
The term of existence shall be perpetual.

**ARTICLE THREE
PURPOSE**

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE FOUR
CAPITAL STOCK**

The aggregate number of shares which the corporation has authority to issue is 1,000 shares, all of which shall be common shares with par value of \$ 1.00 per share.

**ARTICLE FIVE
PREEMPTIVE RIGHTS GRANTED**

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase his pro rata share of any unissued or treasury shares of the corporation of the same kind, class or series as that which he already holds, and securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares at the price at which it is offered to others (without the issuance of fractional shares)

**ARTICLE SIX
RESTRICTION OF TRANSFER OF STOCK**

Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholder(s) or to this corporation. The price and terms at which, and the time within which such shares may be offered and resold shall be determined by an affirmative vote of 3/4 of the outstanding shares of this corporation.

**ARTICLE SEVEN
REGISTERED OFFICE**

The address of the initial registered office of the corporation is *407 Whooping Loop, Ste 1631, Altamonte Springs, FL 32701* and the name of the initial registered agent at such address is **Davin Hill**

**ARTICLE EIGHT
INITIAL STOCK SUBSCRIPTIONS**

The initial subscriber to the shares of the stock of this corporation and the number of shares to which he has subscribed are as follows;

Davin Hill *1000*

**ARTICLE NINE
MANAGEMENT**

The business of the corporation shall be managed by the stockholders of the corporation rather than by a board of directors or officers.

**ARTICLE TEN
INCORPORATION**

The names and addresses of the incorporators are:

*Davin Hill
257 Tullis Avenue
Longwood, FL 32750*

**ARTICLE ELEVEN
AMENDMENTS**

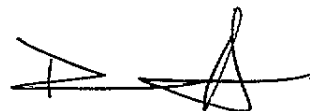
The corporation deserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto but only by the vote of at least 3/4 of the shareholders.

**ARTICLE TWELVE
PRINCIPLE OFFICE ADDRESS**

The mailing address for the principal office is:

**407 Whooping Loop, Ste 1631
Altamonte Springs, FL 32701**

In witness whereof, the undersigned incorporated has executed these Articles of Incorporation this
day of 1998.

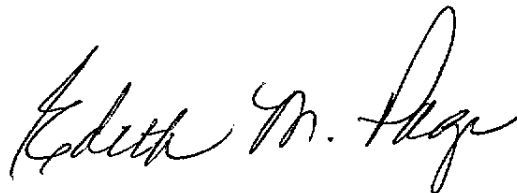
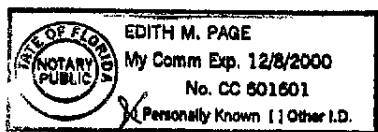


Davin Hill

STATE OF FLORIDA
COUNTY OF Seminole

I hereby certify that on this day, before me, an officer duly qualified to take
acknowledgements, personally appeared to me *Davin Hill* known to be the person described in
and who executed forgoing and acknowledged before me that he executed the same for the
purposes therein expressed.

Witness my hand and official seal in the county and state last aforesaid this is 13th
day of July 1998.



Notary Public
My commission expires:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 21 AM 11:09

ACCEPTANCE

I agree as registered agent to accept service of process: To keep an office open during prescribed hours: To post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.



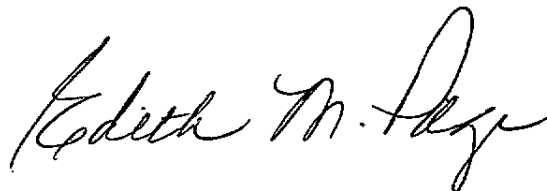
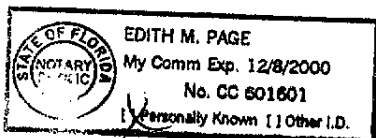
Davin Hill

STATE OF FLORIDA
COUNTY OF Seminole

I hereby certify that on this day, before me, an officer duly qualified to take acknowledgements, personally appeared to me *Davin Hill* known to be the person described in and who executed forgoing and acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal in the county and state last aforesaid this is
day of *July* 1998.

13th



Notary Public
My commission expires:

STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate designating place of business or domicile for the service of process within this date, naming agent upon whom process may be served and names and addresses of the officers and directors.

The following is submitted, in compliance with chapter 48.091, Florida statutes:

Corporation organizing under the laws of the state of Florida with its principal office located at *407 Whooping Loop, Ste 1631, Altamonte Springs, FL 32701* has named *Davin Hill* it's agent to accept service of process within the state.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 21 AM 11:08