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DANIEL B. NUNN, JR.
SCOTT G. SCHILDBERG
MICHAEL D. WHALEN
GARY L. WILKINSON

L. PETER JOHNSON (1942-1988)

August 4, 1998

VIA FEDERAL EXPRESS

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

100002608051--4
-08/05/98--01067--D13
***122.50 ***122.50

Re: Lofton Creek Records, Inc.

To Whom It May Concern:

Enclosed is the original and one photocopy of executed Articles of Incorporation for the above-referenced corporation, along with our firm check in the amount of \$122.50 in payment of the filing fees associated with this request. Please forward the certified copy of the Articles of Incorporation to my attention at the above address.

If you should have any questions or concerns pertaining to this matter, please do not hesitate to contact me.

Sincerely,

Haley A. Watkins

Haley A. Watkins
Paralegal

/hw
Enclosures

cc: Mr. Harold Shafer

APPROVED
AND
FILED
98 AUG -5 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK AUG 10 1998

ARTICLES OF INCORPORATION
OF
LOFTON CREEK RECORDS, INC.

APPROVED
AND
FILED
98 AUG -5 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The name of this corporation is Lofton Creek Records, Inc.

ARTICLE II.

PRINCIPAL OFFICE

The initial principal office and mailing address of this corporation is 5912 New Kings Road, Jacksonville, Florida 32209.

ARTICLE III.

COMMENCEMENT OF EXISTENCE

The existence of the corporation commences on execution by the incorporator unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Incorporation.

ARTICLE IV.

CAPITAL STOCK

This Corporation is authorized to issue an aggregate of Ten Thousand (10,000) shares of capital stock, divided as follows:

- A. One Thousand (1,000) shares of Voting Common Stock, par value \$1.00 per share ("Voting Common Stock"); and
- B. Nine Thousand (9,000) shares of Non-Voting Common Stock, par value \$1.00 per share ("Non-Voting Common Stock").

Without action by the shareholder(s), any or all of the authorized shares may be issued by this corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is Suite 3000, One Independent Drive, Jacksonville, Florida 32202 and the name of the initial registered agent of this corporation at that address is Haley A. Watkins. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI.

INCORPORATOR

The name and address of the Incorporator of this corporation is:

NAME

Harold A. Shafer

ADDRESS

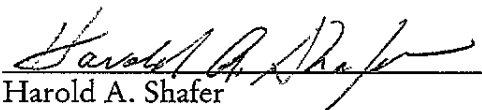
5912 New Kings Road
Jacksonville, Florida 32209

ARTICLE VII.

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Either the shareholder(s) or Board of Directors may repeal, amend, or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholder(s) may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed, or amended by the Board of Directors.

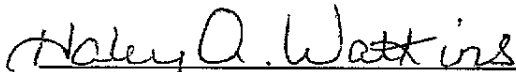
IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 4th day of August, 1998.


Harold A. Shafer
Incorporator

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
LOFTON CREEK RECORDS, INC.**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon Lofton Creek Records, Inc., a corporation organized under the laws of the State of Florida, and having been made aware of the obligations and responsibilities of a Registered Agent, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at Suite 3000, One Independent Drive, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal in Jacksonville, Duval County, Florida, on this 4th day of August, 1998.


Haley A. Watkins
Registered Agent

APPROVED
AND
FILED
98 AUG -5 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA