

P98000071297

5/29/98

Office of the Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sir:

600002571126--2
-05/24/98--01052--009
***122.50 ***122.50

Re: Turtle Music, Inc.

Enclosed please find the original and one copy of the Articles of Incorporation, which includes the designation of registered agent, together with my check in the amount of \$22.00 for filing same.

Thank you for your usual prompt attention to these matters.

Please return letter of acknowledgment to

Fred Frank

c/o 13140 Lake Mary Jane Rd.

Orlando, FL 32832

Enclosures

Form 3

FILED
98 AUG 12 PM 3:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

AUG 14 1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 25, 1998

FRED FRANK
13140 LAKE MARY JANE ROAD
ORLANDO, FL 32832

SUBJECT: TURTLE MUSIC, INC.
Ref. Number: W98000014612

We have received your document for TURTLE MUSIC, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 498A00034953

*Please see
letter attached -*

5/27/98

To: Division of Corporations

From: Fred Frank
13140 Lake Mary Jane Road
Orlando, Florida 32832
(407) 823-9091

This is to inform you that I wish to form a new corporation -- Turtle Music, Inc. This will be a completely separate corporation from the one that was administratively dissolved on 9/26/97 by the name of Turtle Music, Inc. --document #P96000027497 through non-renewal. I have no intention of ever *reinstating* this corporation.

Please let me know if there are any problems with this.

Yours truly,

A handwritten signature in dark ink, appearing to read 'Fred Frank', written over a horizontal line.

Fred Frank

ARTICLES OF INCORPORATION

OF

Turtle Music, Inc.

FILED
98 AUG 12 PM 3:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as the incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME: The name of the Corporation is: Turtle Music, Inc.

ARTICLE II

REGISTERED OFFICE AND REGISTERED AGENT: The street address of the initial office is: 13140 Lake Mary Jane Road, Orlando, FL 32832
and the name of the initial registered agent is: Fred Frank

ARTICLE III

DURATION: The Corporation shall have perpetual existence.

ARTICLE IV

PURPOSE: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be now or hereafter organized under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK: The Corporation is authorized to issue only one class of stock. The total number of shares authorized shall be 100 and the par value of each share is \$1.00.

ARTICLE VI

BOARD OF DIRECTORS: The initial board of director(s) shall consist of 3 member(s). The name and mailing address of the person who is to serve as director is:

Name: Fred Frank

Address: 13140 Lake Mary Jane Road
Orlando, FL 32832

ARTICLE VII

INCORPORATOR: The name and address of the incorporator is:

Name: Fred Frank

Address: 13140 Lake Mary Jane Road
Orlando, FL 32832

The undersigned being the sole incorporator above named signs and acknowledges these Articles of Incorporation at Orlando, Florida on the 29th day of May 1998.

[Signature]
Incorporator (Signature)

STATE OF FLORIDA
COUNTY OF Orange SEMINOLE

Before me, the undersigned authority, personally appeared Fred Frank.

Who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Orlando FLORIDA in said County and State this 29 day of MAY, 1998.

[Signature]
Notary Public
STATE OF FLORIDA

My commission expires: 1/16/2000



LAURA D LATIMER
My Commission CC515338
Expires Jan 16, 2000

ARTICLE VIII

The following are the officers of Turtle Music, Inc.

Mr. Clark Smith, President
9125 Mr. Lincoln Court
Orlando, FL 32813

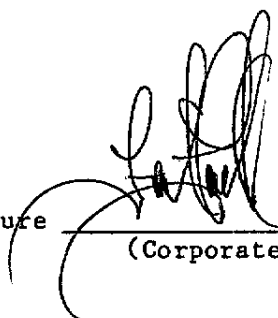
Mr. Fred Frank, Vice-President/CEO
13140 Lake Mary Jane Road
Orlando, FL 32832

Jane Frank, Secretary
13140 Lake Mary Jane Rd.
Orlando, FL 32832

APPOINTMENT OF REGISTERED AGENT

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First - That Turtle Music, Inc.
desiring to organize or qualify under the laws of the State of Florida,
with its principal place of business at city of Orlando,
state of Florida, has named Fred Frank,
located at c/o 13140 Lake Mary Jane Road, Orlando, FL 32832,
city of Orlando, state of Florida, as its agent to
accept service of process within Florida.

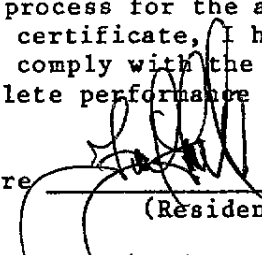
Signature 

(Corporate Officer)

Title Vice-President, CEO

Date 5/29/98

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature 

(Resident Agent)

Date 5/29/98