

November 14, 1998

P98000098575

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

SUBJECT: *In Sight Entertainment, Inc.*

600002691406--3
-11/19/98--01045--003
*****78.75 *****78.75

Dear Division of Corporations:

Enclosed is the original and one (1) photocopy of the Articles of Incorporation for *In Sight Entertainment, Inc.*, the certificate of designation of registered agent/registered office and a check in the amount of \$78.75 for the filing fee and a Certificate of Status.

Thank you very much for your attention to this matter.

Very Truly Yours,

Daryl Harris, Vice President/Director
1407 Hayward Drive
Deltona, Florida 32738

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
IN SIGHT ENTERTAINMENT, INC.**

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I. Name of the Corporation. The name of this corporation shall be "*In Sight Entertainment, Inc.*" (the "Corporation" hereinafter).

ARTICLE II. Nature of the Corporation's Business. The Corporation may engage in or transact any and all lawful activities of business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation. The general purpose of the Corporation (without in any way intending to limit the generality of the previous sentence) shall be the production of music concerts, the recording and marketing of music and music media, enterprises related to the music industry, entertainment events, and any and all subject and matters related thereto.

ARTICLE III. Capital Stock of the Corporation. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share. The initial shareholders are:

Lillie Quinn: 33 1/3 shares.
Klion Daniels: 33 1/3 shares.
Daryl Harris: 33 1/3 shares.

ARTICLE IV. Term of Corporation's Existence. The Corporation shall exist perpetually unless dissolved in accordance with the provisions of law.

ARTICLE V. Limitation of Liability. Each director, stockholder and officer of the Corporation, in consideration for his or her services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him or her in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him or her by reason of his or her being or having been a director, stockholder or officer of the Corporation or of any subsidiary of the Corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which a director, stockholder or officer may be entitled as a matter of law.

ARTICLE VI. Self Dealing. No contract or other transaction between the Corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the Corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the Corporation is hereby relieved from any and all liability that might otherwise exist from this contracting with the Corporation for the benefit of himself or herself or any firm, association or corporation in which he or she may be in any way interested. Any officer or director of the Corporation may vote upon any transaction with the Corporation without regard to the fact that he or she is also a director of such subsidiary or corporation.

ARTICLE VII. Initial Officers/Directors. The initial officers/directors of the Corporation are:

Lillie Quinn, President/Director
2415 South French Avenue
Sanford, Florida 32771

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Daryl Harris, Vice President/Director
1407 Hayward Drive
Deltona, Florida 32738

Klion Daniels, Secretary/Treasurer/Director
313 Westchester Drive
Altamonte Springs, Florida 32701

ARTICLE VIII. Incorporators. The incorporators of the Corporation are:

Lillie Quinn
2415 South French Avenue
Sanford, Florida 32771

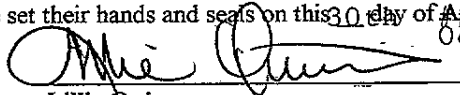
Klion Daniels
313 Westchester Drive
Altamonte Springs, Florida 32701


Daryl Harris
1407 Hayward Drive
Deltona, Florida 32738

ARTICLE IX. Initial Registered Agent/Registered Office and Street Address. The initial registered agent and registered office of the Corporation shall be:

Daryl Harris
1407 Hayward Drive
Deltona, Florida 32738

IN WITNESS WHEREOF the undersigned incorporators have executed these Article of Incorporation and have set their hands and seals on this 30 day of April 1998.


Lillie Quinn


Klion Daniels


Daryl Harris


**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

- (1) The name of the corporation is *In Sight Entertainment, Inc.*
1407 Hayward Drive
Deltona, Florida 32738
- (2) The name of the registered agent and office is:

Daryl Harris
1407 Hayward Drive
Deltona, Florida 32738

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Daryl Harris

Date: October 30, 1998.

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