

P990000 40020

FRANCIS H. MULDOON, JR., P.A.

ATTORNEY AND COUNSELOR AT LAW
613 WHITEHEAD STREET
KEY WEST, FLORIDA 33040

TELEPHONE (305) 294-0930

TELEFAX (305) 294-7353

April 23, 1999

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

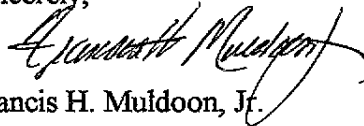
900002854859--3
-04/28/99-01059-006
*****78.75 *****78.75

RE: Conch Republic Records, Inc.

Dear Sir or Madam:

Please find enclosed the original and one copy of the Articles of Incorporation for the above referenced corporation, along with a check in the amount of \$78.75 to cover the cost of filing and a certified copy of the same. Please return a certified copy to this office at your earliest convenience.

Sincerely,



Francis H. Muldoon, Jr.

FHM/rb

Enclosures

FILED
99 APR 28 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L. SMITH MAY 04 1999

**ARTICLES OF INCORPORATION
OF
CONCH REPUBLIC RECORDS, INC.**

FILED
99 APR 28 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: The name of the corporation is:

CONCH REPUBLIC RECORDS, INC.

SECOND: The period of duration is perpetual.

THIRD: The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

FOURTH: The aggregate number of shares that the corporation shall have the authority to issue is 100 shares of Common Stock with a par value of \$1.00 (or no par value) per share.

FIFTH: The address of its initial Registered Office is:

615 GREEN STREET, KEY WEST, FLORIDA 33040

the principal address is the same as the Registered Office, and the name of its initial Registered Agent at said address is:

RICHARD A. MILUCKY

SIXTH: The initial Officers consists of one (1) members, who need not be residents of the State of Florida or shareholders of the corporation.

SEVENTH: The name and address of the person who shall serve as director is as follows:

RICHARD A. MILUCKY, DIRECTOR

EIGHTH: The name and address of the Incorporator is:

RICHARD A. MILICKY
615 GREEN STREET
KEY WEST, FLORIDA 33040

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed these Articles of Incorporation at Key West, Florida, on the 27th day of April, 1999.

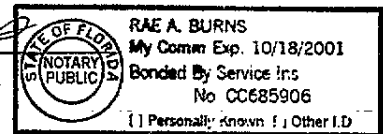

RICHARD A. MILUCKY, Incorporator

STATE OF FLORIDA
COUNTY OF MONROE

BEFORE ME, the undersigned authority, personally appeared Richard A. Milucky who produced Florida ID CARD as identification and who subscribed the above and foregoing Articles of Incorporation, and he did freely and voluntarily acknowledge before me, according to the 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 official seal at Key West, in said County and State this 23rd day of April, 1999.

Rae A. Burns
NOTARY PUBLIC



FL. ID # M420-741-47-141-0

(SEAL)

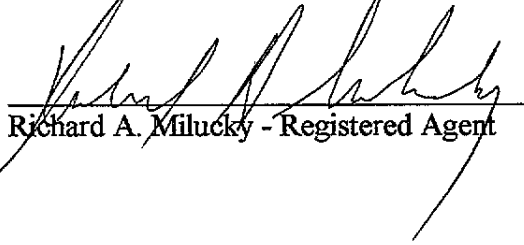
**CERTIFICATE DESIGNATING REGISTERED OFFICE
AND REGISTERED AGENT FOR
ACCEPTING SERVICE OF PROCESS WITHIN THE STATE**

Pursuant to Chapter 48.091 Florida Statutes, the following is submitted:

That CONCH REPUBLIC RECORDS, INC. is desiring to incorporate under the laws of the State of Florida, with its Registered Office as indicated in the Articles of Incorporation, at 615 Green Street, Key West, Florida 33040 has named Richard A. Milucky, Registered Agent at such address to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named corporation, at the address designated in the certificate, I hereby accept to act in this capacity and to comply with provisions of Chapter 18.091 Florida Statutes, relative to keeping open said office.


Richard A. Milucky - Registered Agent

FILED
99 APR 28 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA