

P99000065884

MATEER & HARBERT, P. A.

ATTORNEYS AT LAW

WILLIAM G. MATEER
RONALD A. HARBERT
STEVEN R. BECHTEL
LAWRENCE J. PHALIN
JAMES B. BOGNER
W. SCOTT GABRIELSON
DAVID L. EVANS
LARRY J. TOWNSEND
MARY A. EDENFIELD
JAMES R. LUSSIER
DAVID C. WILLIS
KURT E. THALWITZER
RICHARD L. ALLEN, JR.
THOMAS R. HARBERT
MICHAEL A. PAASCH
DONALD R. HENDERSON
BRADLEY P. BLYSTONE

POST OFFICE BOX 2854
SUITE 600, TWO LANDMARK CENTER
225 E. ROBINSON STREET
ORLANDO, FLORIDA 32802-2854

TELEPHONE (407) 425-9044

FACSIMILE (407) 423-2016

E-MAIL ADDRESS

kthalwitzer@mateerharbert.com

DIRECT LINE

(407) 418-1313 Ext. 126

MILDRED BEAM-RUCKER
SUSAN NEISWENDER BLACK
KAREN M. WILLIAMS
BRIAN L. WAGNER

OF COUNSEL
LANDIS & KANE, P.A.
DAVID M. LANDIS
JON E. KANE
DAVID F. TEGELER

July 16, 1999

000002934840--6
-07/19/99-01092-013
*****78.75 *****78.75

Via Federal Express

Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

Re: Filing of Articles of Incorporation for Future Music Distribution, Inc.

Dear Sir or Madam:

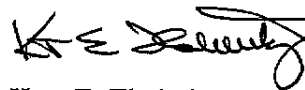
Enclosed please find the following documents for filing:

1. Articles of Incorporation
2. Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming the Agent Upon Whom Process May be Served

Also enclosed is our firm check in the amount of \$78.78 which is for the filing fee and a certified copy. Please return a certified copy of the documents filed in the enclosed envelope.

Please call me should you have any questions.

Very truly yours,



Kurt E. Thalwitzer

Enclosures

cc: Charles Gray

KET:km

FILED
99 JUL 19 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7 BROWN III 26 1999

**ARTICLES OF INCORPORATION
OF
FUTURE MUSIC DISTRIBUTION, INC.**

FILED
99 JUL 19 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation is Future Music Distribution, Inc.

ARTICLE II

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 10,000 shares of common stock. Each of such shares shall have a par value of \$0.01 per share.

ARTICLE IV

The street address of the place of business of the Corporation is 1225 Bennett Drive, Unit 110, Longwood, Florida 32750. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is Mateer & Harbert, P.A., 225 E. Robinson Street, Suite 600, Orlando, Florida 32801, and the name of the Corporation's initial registered agent to receive service of process is Kurt E. Thalwitzer.

ARTICLE V

The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws. The name(s) and address(es) of the initial Board of Directors:

Name

Charles Gray

Address

1225 Bennett Drive, Unit 110
Longwood, Florida 32750

ARTICLE VI

The name and address of the incorporator is Charles Gray, 1225 Bennett Drive, Unit 110, Longwood, Florida 32750.

ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

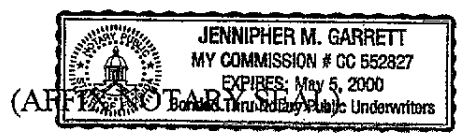
The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

DATED: June 11, 1999.


Charles Gray

STATE OF FLORIDA
COUNTY OF ~~ORANGE~~ Seminole

The foregoing instrument was acknowledged before me on July 6, 1999, by
CHARLES GRAY. He is personally known to me or has produced
_____ (type of identification) as identification.



Jennifer M. Garrett
Name: Jennifer M. Garrett
(Print Name)

Notary Public - State of Florida

My Commission Expires:

May 5, 2000

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED

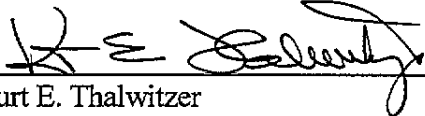
FILED
99 JUL 19 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance
with said Act:

That Future Music Distribution, Inc. desiring to organize under the laws of the State of
Florida, with its principal office, as indicated in the Articles of Incorporation at Longwood,
Seminole County, State of Florida, has named Kurt E. Thalwitzer, Mateer & Harbert, P.A. as its
agent to accept service of process within the State.

ACKNOWLEDGMENT

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 agree to comply with
the provisions of said Act relative to keeping open said office.


Kurt E. Thalwitzer
(Registered Agent)

E:\Thalwitzer K\MISC\Future articles.doc

05/21/99