

799000069772

July 10, 1999

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

000002946120--9
-07/30/99--01073--006
****122.50 *****78.75

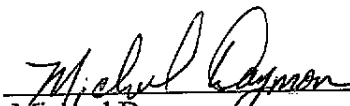
Re: SMS Records, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with our check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very Truly Yours,


Michael Daymon


SMS Records, Inc.

P.O. Box 5953
Gainesville, Florida 3260927

(352) 335-3006

FILED
99 JUL 30 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7 220MM AUG - 6 1999

ARTICLES OF INCORPORATION

of

SMS Records, Inc.

(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

SMS Records, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 500 shares of common stock, par value \$ 1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS		
125 N.W. 23rd Avenue, Suite #18		
CITY	Gainesville,	FLORIDA
		ZIP 32609

Mailing address, if different

STREET ADDRESS		
P.O. Box 5953		
CITY	Gainesville,	FLORIDA
		ZIP 32609

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME	Gary A. McClain		
ADDRESS	4300 N.W. 23rd Avenue, Suite #34		
CITY	Gainesville,	FLORIDA	ZIP 32614

FILED
99 JUL 30 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

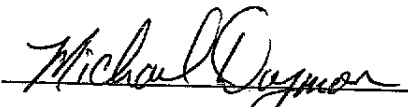
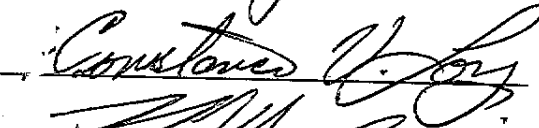
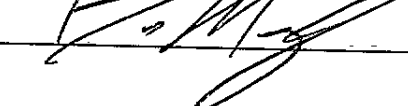
NAME	Constance V. Long		
ADDRESS	125 N.W. 23rd Avenue, Suite #18		
CITY	Gainesville,	STATE Florida	ZIP 32609
NAME	Michael Daymon		
ADDRESS	730 Queens Road		
CITY	Gainesville,	STATE Florida	ZIP 32607
NAME	Brian Margolis		
ADDRESS	7012 S.W. 18th Place		
CITY	Gainesville,	STATE Florida	ZIP 32607

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Constance V. Long		
ADDRESS	125 N.W. 23rd Avenue, Suite #18		
CITY	Gainesville,	STATE Florida	ZIP 32609
NAME	Michael Daymon		
ADDRESS	730 Queens Road		
CITY	Gainesville,	STATE Florida	ZIP 32607
NAME	Brian Margolis		
ADDRESS	7012 S.W. 18th Place		
CITY	Gainesville,	STATE Florida	ZIP 32607

The undersigned incorporator(s) have executed these Articles of Incorporation this July 10, 1999 day of July, 1999.

 (Signature)
 (Signature)
 (Signature)

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	Kenneth Long		
ADDRESS	1709 Kathleen Avenue		
CITY	Cawtonment,	STATE	Florida
		ZIP	32533
NAME			
ADDRESS			
CITY		STATE	
		ZIP	
NAME			
ADDRESS			
CITY		STATE	
		ZIP	

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Kenneth Long		
ADDRESS	1709 Kathleen Avenue		
CITY	Cawtonment	STATE	Florida
		ZIP	32533
NAME			
ADDRESS			
CITY		STATE	
		ZIP	
NAME			
ADDRESS			
CITY		STATE	
		ZIP	

The undersigned incorporator(s) have executed these Articles of Incorporation this 10th day of July, 1999.

Kenneth Long (Signature)

____ (Signature)

____ (Signature)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

FILED
99 JUL 30 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SMS RECORDS, INC.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 4300 N.W. 23rd Avenue, Suite #34
Gainesville, Florida 32614-7050

has named Gary A. McClain

located at the aforesaid address, as its registered agent to accept service of process within this state.

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.

Gary A. McClain
(Signature)

July 10, 1999
(Date)