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LAW OFFICES  
J. MICHAEL MALONE

523 WEST COLONIAL DRIVE  
ORLANDO, FLORIDA 32804

September 21, 1999

TELEPHONE (407) 425-5460  
FACSIMILE (407) 425-5477

Corporate Records Bureau  
Division of Corporations  
Secretary of State  
P.O. Box 6327  
Tallahassee, Florida 32301

600002994766--4  
-09/23/99--01041--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Orlando All-Star Music Festivals, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation of the above said corporation along with my trust check for \$ 78.75 to cover the costs of filing the same. Once the Articles have been filed, I would appreciate you returning a certified copy to me for my records.

Thank you for your cooperation in this regard.

Yours very truly,

J. MICHAEL MALONE

JMM/dlc

enclosure (2)

FILED  
1999 SEP 23 AM 7:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9/27

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1999 SEP 23 AM 7:57

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**

**ORLANDO ALL-STAR MUSIC FESTIVALS, INC.**

TO THE SECRETARY OF THE STATE OF FLORIDA;

The undersigned, over the age of eighteen years, desiring to become a body corporate under and pursuant to the laws of the State of Florida, for the purpose hereinafter stated and set forth, does hereby file in the office of the Secretary of State of said State this Certificate of Incorporation, in accordance with the laws of the State of Florida, and I do hereby set forth and certify as follows.

**ARTICLE I**

The name of the corporation shall be:

**ORLANDO ALL-STAR MUSIC FESTIVAL, INC.**

**ARTICLE II**

The objects and purposes for which this corporation is formed are as follows:

1. To engage in the business enterprise specializing in the promotion and staging of youth musical festivals and competition.
2. To generally engage in, do and perform any enterprise, act or vocation that a natural person might or could do or perform.
3. To purchase, lease, exchange, or otherwise acquire real and personal property of all kinds, character and description, whether improved or unimproved and any interest therein; to own, hold, control, maintain, improve, rebuild, enlarge, alter, manage, operate and control office building or buildings for the use by the company on lands owned or held by the corporation; to lease or sublet, mortgage, exchange, assign, transfer, convey, pledge or otherwise alienate or dispose of any of such real and personal property and any interest therein.
4. To purchase, or otherwise acquire, hold, exchange, pledge, hypothecate, sell, deal in and dispose of mortgages, liens, or other encumbrances covering any kind, character or description of real or personal property; to loan money secured by mortgages on real estate.

5. To purchase or otherwise acquire, hold, sell, exchange, pledge, hypothecate, underwrite, deal in and dispose of stocks, bonds, notes, debentures or other evidences of indebtedness and obligations and securities of any corporation, company, partnership, syndicate or person, or of any political or administrative subdivision or department thereof, and certificates or receipts of any kind representing any interest in any such stock, bonds, notes, debentures, evidences of indebtedness, obligations, or securities, to issue its own shares of stock, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates purchased or acquired by it; and allow the owner or holder thereof to exercise all the rights to ownership with respect thereto.

6. To make loans or money, secured or unsecured, by endorsement or other collateral as may be permitted by law governing the conduct of a corporation.

7. To borrow or raise monies for any of the purposes of the corporation and from time to time to make, accept, endorse, execute and issue promissory notes, drafts, evidences of indebtedness and agreements; to secure the payment thereof by mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the assets of the corporation, whether at the time owned or thereafter acquired; and to sell, pledge, or otherwise dispose of such securities or other obligations of the corporation for its corporate purposes.

8. To enter into and make all necessary contracts and agreements for its business with any person, partnership, association or corporation or of any domestic or foreign state, government or governmental authority or any political or administrative subdivision or department thereof and to perform and carry out, assign, cancel or rescind any such contracts.

### **ARTICLE III**

The Corporation shall have perpetual existence.

### **ARTICLE IV**

The principal office shall be located in the City of Orlando, Orange County, Florida at 523 West Colonial Drive, Orlando, Florida, 32804, but the corporation shall have the right to establish and maintain other offices and places of business elsewhere and may transact its corporate business, including the meetings of its Board of Directors and Stockholders, wherever desired.

## ARTICLE V

The total authorized capital stock of the corporation shall be One Thousand ( 1,000) shares of common stock with a par value of \$ 1.00 per share. When the common stock of the corporation is issued and paid for, the common stock so issued shall be stamped "FULLY PAID AND NON-ASSESSABLE."

## ARTICLE VI

The corporation shall commence business with not less than \$ 500.00 of its capital stock fully paid and issued.

## ARTICLE VII

Pre-emptive rights. Except as may be otherwise provided by the Board of Directors, no holder of any shares of the stock of the corporation shall have any pre-emptive rights to purchase, subscribe for or otherwise acquire any shares of stock of the corporation, or any securities exchange-able for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

## ARTICLE VIII

Stock rights and options. The Corporation shall have the power to create and issue rights, warrants, or options entitling the holders thereof to purchase from the corporation any shares of its capital stock, upon such terms and conditions and at such times and prices as the Board of Directors may provide, which terms and conditions shall be conclusive.

## ARTICLE IX

The business of the corporation shall be conducted by the Board of Directors which shall consist of not less than **1 nor more than 5** members, the number to be determined by the stockholders at each annual meeting of the stockholders.

The names and addresses of the Directors chosen for the first year and until their successors are elected and qualified are as follows:

J. Michael Malone  
523 West Colonial Dr.  
Orlando, FL 32804

## ARTICLE X

The registered office of said corporation shall be located at **523 West Colonial Drive, Orlando, Florida, 32804**, and the registered agent at that office shall be **J. Michael Malone, Esquire**.

## ARTICLE XI

The names and addresses of the officers chosen for the first year and until their successors are elected and qualified are as follows:

NAME	OFFICE	ADDRESS
J. Michael Malone	President/ Treasurer	523 West Colonial Drive Orlando, FL 32804
Dale L. Crow	Vice-President/ Secretary	523 West Colonial Drive Orlando, FL 32804

## ARTICLE XII

The name and post office address of each subscriber of the Articles of Incorporation and the number of shares therefore by each subscriber are as follows:

J. Michael Malone 523 West Colonial Drive Orlando, FL 32804	500
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IN WITNESS WHEREOF, The Undersigned has as of this 21 day of September, 1999, made and subscribed to these Articles of Incorporation for the purpose of forming a corporation pursuant to the laws of the State of Florida.

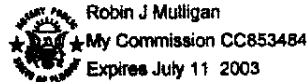
  
J. MICHAEL MALONE

STATE OF FLORIDA     )  
COUNTY OF ORANGE    )

**BEFORE ME**, the undersigned authority, personally appeared J. MICHAEL MALONE, being well known to me and after first being duly sworn well known to me to be the person described in and who executed the above foregoing Articles of Incorporation, and he acknowledged the same freely and voluntarily for the purposes therein expressed and that all statements herein are true and correct.

21 WITNESS my hand and official seal in the County and State last aforesaid this day of September, 1999.

  
NOTARY PUBLIC-ROBIN MULLIGAN  
My Commission Expires:



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

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FILED  
1999 SEP 23 AM 7:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

That **ORLANDO ALL-STAR MUSIC FESTIVALS, INC.**, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at City of Orlando, County of Orange, State of Florida has named J. Michael Malone, Esquire, located at 523 West Colonial Drive, located of Orlando, County of Orange, State of Florida, 32804 as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping said office.

BY: \_\_\_\_\_

J. MICHAEL MALONE