

LAW OFFICE OF

JOHN MICHAEL TRAYNOR

28 CORDOVA STREET

ST. AUGUSTINE, FLORIDA 32084

JOHN MICHAEL TRAYNOR, Esq.

P99000086420

September 24, 1999

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

600002997576--4
-09/27/99-01037-013
*****78.75 *****78.75

RE: Articles of Incorporation
L.L. PRODUCTIONS, INC.

Dear Sir:

I am enclosing the original and one copy of the Articles of Incorporation of the above-referenced Corporation along with the Certificate Designating a Resident Agent and a check in the amount of \$78.75 to cover filing tax, filing fees, and a certified copy of the Articles of Incorporation.

If the enclosed documents meet with your approval, I would appreciate your filing them and returning a certified copy of the Articles to me.

In the event you have any questions or need any additional information, please do not hesitate to contact me.

Thank you for your cooperation.

Sincerely,


JOHN MICHAEL TRAYNOR

JMT/kh
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 SEP 27 AM 10:18

FILED

9/30/99

ARTICLES OF INCORPORATION
OF
L. L. PRODUCTIONS, INC.

FILED
99 SEP 27 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for purposes of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is L. L. PRODUCTIONS, INC.

ARTICLE TWO

The duration of the corporation shall be perpetual.

ARTICLE THREE

The general purpose for which the corporation is organized is to engage in the business of the production, recording, sales and promotion of musical instruments, equipment, promotional items, recordings and artists and any and all such related enterprises, and to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, and to do all things as are necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

The aggregate number of shares which the Corporation is authorized to issue is 100 at One Dollar (\$1.00) per share.

The corporation is authorized to issue only one class of stock and all issued stock shall be held of record by not more than twenty-five (25) natural persons.

ARTICLE FIVE

The initial street and mailing address of the corporation is 140 North One Road, Suite B, St. Augustine, Florida 32095.

ARTICLE SIX

The street address of the initial registered office of the corporation is 28 Cordova Street, St. Augustine, Florida 32084, and the name of the initial registered agent at such address is JOHN MICHAEL TRAYNOR, ESQUIRE.

ARTICLE SEVEN

The number of directors constituting the initial Board of Directors of the corporation is two (2). The Board of Directors of the Corporation may consist of two (2) to five (5) Directors as from time to time determined and elected by the shareholders.

The names and addresses of the persons who are to serve as the member of the initial Board of Directors are:

PHILIP W. CLARK
5703 A Rudolph Avenue
St. Augustine, Florida 32084

KAREN S. COLLINS
5703 A Rudolph Avenue
St. Augustine, Florida 32084

They shall serve and hold office as the initial Board of Directors until the next annual meeting of the Board of Directors, or until their successors are elected and qualified.

ARTICLE EIGHT

The name and address of the incorporator is as follows:

KAREN S. COLLINS
5703 A Rudolph Avenue
St. Augustine, Florida 32084

ARTICLE NINE

The initial officers of the corporation shall be:

PHILIP W. CLARK, President
5703 A Rudolph Avenue
St. Augustine, Florida 32084

KAREN S. COLLINS, Vice President
5703 A Rudolph Avenue
St. Augustine, Florida 32084

PHILIP W. CLARK, Secretary
5703 A Rudolph Avenue
St. Augustine, Florida 32084


KAREN S. COLLINS, Treasurer
5703 A Rudolph Avenue
St. Augustine, Florida 32084

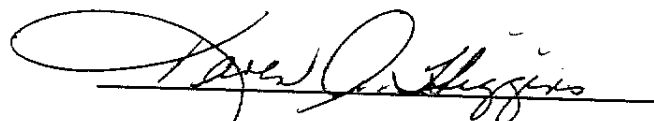
Executed by the undersigned at St. Augustine, Florida, this
20th day of September, 1999.


KAREN S. COLLINS

STATE OF FLORIDA
COUNTY OF ST. JOHNS

BEFORE ME, the undersigned authority, on this day personally
appeared KAREN S. COLLINS, who being first duly sworn, depose and
say that she is the incorporator named in the foregoing Articles;
that she has read the same, know the contents thereof, and that
the same is true and correct to the best of her knowledge and
belief.

SWORN TO AND SUBSCRIBED before me this 20th day of
September, 1999. KAREN S. COLLINS (✓) is personally known to me
or (✓) has produced  as
identification.



Notary Public,
State of Florida
My commission expires:



Karen A. Higgins
MY COMMISSION # CC671410 EXPIRES
September 29, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

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

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

First, that L.I. PRODUCTIONS, INC, desiring to organize under the laws of the State of Florida, with it principal office, as indicated in the Articles of Incorporation at City of St. Augustine, County of St. Johns, State of Florida, has named JOHN MICHAEL TRAYNOR, ESQUIRE, located at 28 Cordova Street, St. Augustine, Florida 32084, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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 provision of said Act relative to keeping open said office.


JOHN MICHAEL TRAYNOR, ESQUIRE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 SEP 27 AM 10:18

FILED