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LAW  
JOHN J. KABBOORD, JR.

A PROFESSIONAL ASSOCIATION

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FILED

99 DEC 10 AM 11:08

CLERK OF COURT  
F. PALMER WILLIAMS  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUITE 801  
1980 N. ATLANTIC AVENUE  
COCOA BEACH, FLORIDA 32931

December 9, 1999

VIA UPS OVERNIGHT DELIVERY

Secretary of State  
DIVISION OF CORPORATIONS  
409 E. Gaines Street  
Tallahassee, Florida 32399

000003066990--7  
-12/10/99--01074--005  
\*\*\*122.50 \*\*\*\*\*78.75

Re: Articles of Incorporation for  
CAPTAIN MUSIC, INC.

Dear Sir:

Enclosed is the original and one copy of Articles of Incorporation for expedited filing, together with check in the amount of \$122.50 to cover the necessary filing fees as follows:

|                              |          |
|------------------------------|----------|
| Filing Fee                   | \$ 35.00 |
| Certified Copy               | \$ 52.50 |
| Designation Registered Agent | \$ 35.00 |
| TOTAL:                       | \$122.50 |

Your assistance is appreciated and should you have any questions, please do not hesitate to contact this office.

Sincerely,

JOHN J. KABBOORD, JR.

JJKjr:dhb

Enclosures

cc w/encs: Lee & Patricia Romano

C:\WP7\CORPS\Filing\ltr

GAVE

AUTHORIZATION BY PHONE TO

certified Article VII  
Principal address RT address  
DATE the same

**ARTICLES OF INCORPORATION  
OF  
CAPTAIN MUSIC, INC.**

**FILED  
99 DEC 10 AM 11:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**ARTICLE I  
NAME**

The name of this corporation is **CAPTAIN MUSIC, INC..**

**ARTICLE II  
DURATION**

This corporation shall have a perpetual existence commencing upon the filing hereof as provided by Florida Statutes, of these Articles of Incorporation by the Department of State.

**ARTICLE III  
PURPOSE**

The nature of the business or purposes to be conducted or promoted are: The educational promotion and consulting of children's music and all other associated and incidental processes thereto. Further, this corporation shall be authorized to engage in any lawful act or activity for which any corporation may be organized under the laws of the State of Florida.

**ARTICLE IV  
CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

**ARTICLE V  
VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE VI  
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII  
INITIAL REGISTERED OFFICE AND AGENT**

The mailing address and the address of the initial registered/principal office of this corporation is 2900 Raintree Lake Circle, Merritt Island, Florida 32953 and the name of the initial registered agent of this corporation at that address is LEE ALAN ROMANO.

**ARTICLE VIII  
INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial Directors of this corporation is:

**NAME:**

**ADDRESS:**

**LEE ALAN ROMANO**

**2900 Raintree Lake Circle  
Merritt Island, FL 32953**

**PATRICIA ROMANO**

**2900 Raintree Lake Circle  
Merritt Island, FL 32953**

**ARTICLE IX  
INCORPORATORS**

The name and address of the persons signing these Articles of Incorporation is:

| <b>NAME:</b>           | <b>ADDRESS</b>  |
|------------------------|---|
| <b>LEE ALAN ROMANO</b> | <b>2900 Raintree Lake Circle<br/>Merritt Island, FL 32953</b> |
| <b>PATRICIA ROMANO</b> | <b>2900 Raintree Lake Circle<br/>Merritt Island, FL 32953</b> |

**ARTICLE X  
BYLAWS**

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE XI  
APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

**ARTICLE XII  
COMPENSATION OF DIRECTORS**

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

**ARTICLE XII  
INDEMNIFICATION**

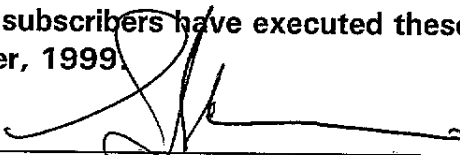
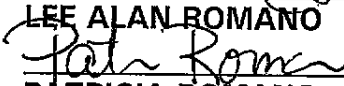
This corporation shall, to the fullest extent permitted by Florida law, as the

same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said Statute from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said Statute, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled to under any Bylaw, agreement, vote of stockholders, or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such officer, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

#### ARTICLE XIV AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 9<sup>th</sup> day of December, 1999

  
\_\_\_\_\_  
LEE ALAN ROMANO  
  
\_\_\_\_\_  
PATRICIA ROMANO

STATE OF FLORIDA  
COUNTY OF BREVARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared LEE ALAN ROMANO and PATRICIA ROMANO known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed these Articles of Incorporation, and produced Florida driver's license as identification and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 9<sup>th</sup> day of December, 1999.

My Commission Expires:

NOTARY PUBLIC:

Sign:   
\_\_\_\_\_  
DEBORAH H. BENOIT

Print: \_\_\_\_\_  
State of Florida at Large



Deborah Horton Benoit  
MY COMMISSION # CC710273 EXPIRES  
May 18, 2002  
BONDED THRU TROY FAIR INSURANCE, INC.

FILED

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF 99 DEC 10 AM 11:09  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS SECRETARY OF STATE  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

CAPTAIN MUSIC, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Merritt Island, County of Brevard, State of Florida, has named LEE ALAN ROMANO as its agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation at the 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 open said office.

  
LEE ALAN ROMANO