

ARTICLES OF INCORPORATION
of
THE KARAOKE STORE, INC.

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Alabama, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I CORPORATE NAME

The name of this corporation is THE KARAOKE STORE, INC.

ARTICLE II INITIAL PRINCIPAL OFFICE

The mailing address of the corporation's initial principal office is:

THE KARAOKE STORE, INC.
c/o David Groves
1102A Thornwood Drive
Homewood, AL 35209-2223

ARTICLE III SHARES

The total number of shares which the corporation shall have authority to issue is 30,000 shares of no par value stock.

ARTICLE IV REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

2134B PELHAM PARKWAY
PELHAM AL 35124

ARTICLE V PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

ARTICLE VI DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

Albert S. Auyang
4403 Hampton Heights Drive
Birmingham, AL 35209

Howard Johnson

1804 Indian Hills Road

Pelham, AL 35124

David G. Groves

1102A Thornwood Drive

Homewood, AL 35209-2223

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE VII LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VIII OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

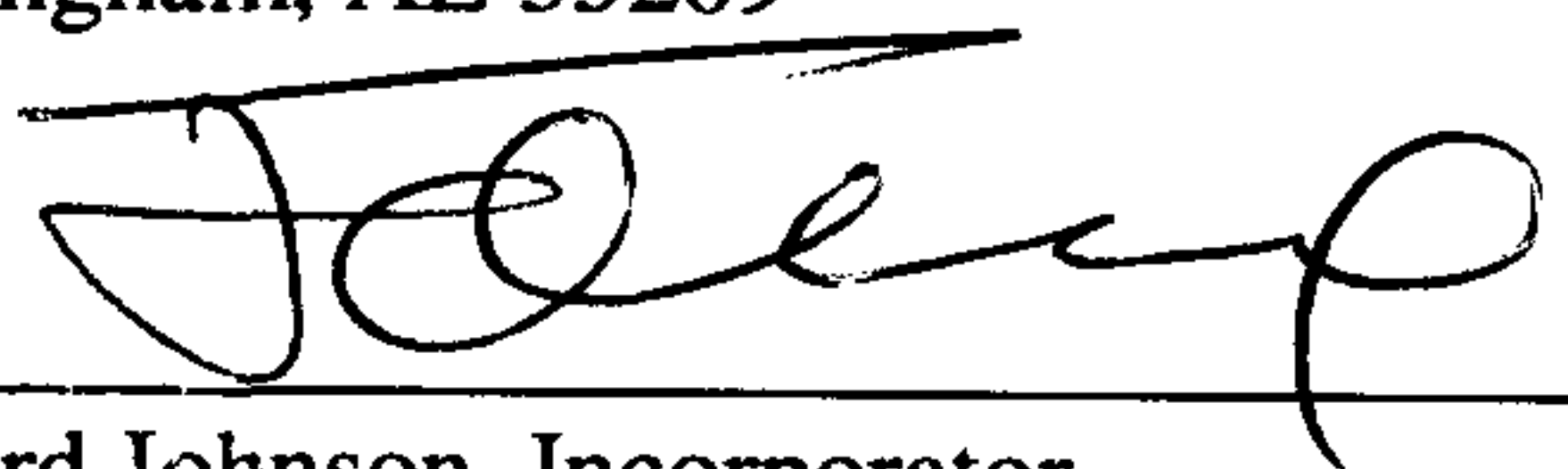
Corporate Seal. The corporation shall have no corporate seal.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

Certification

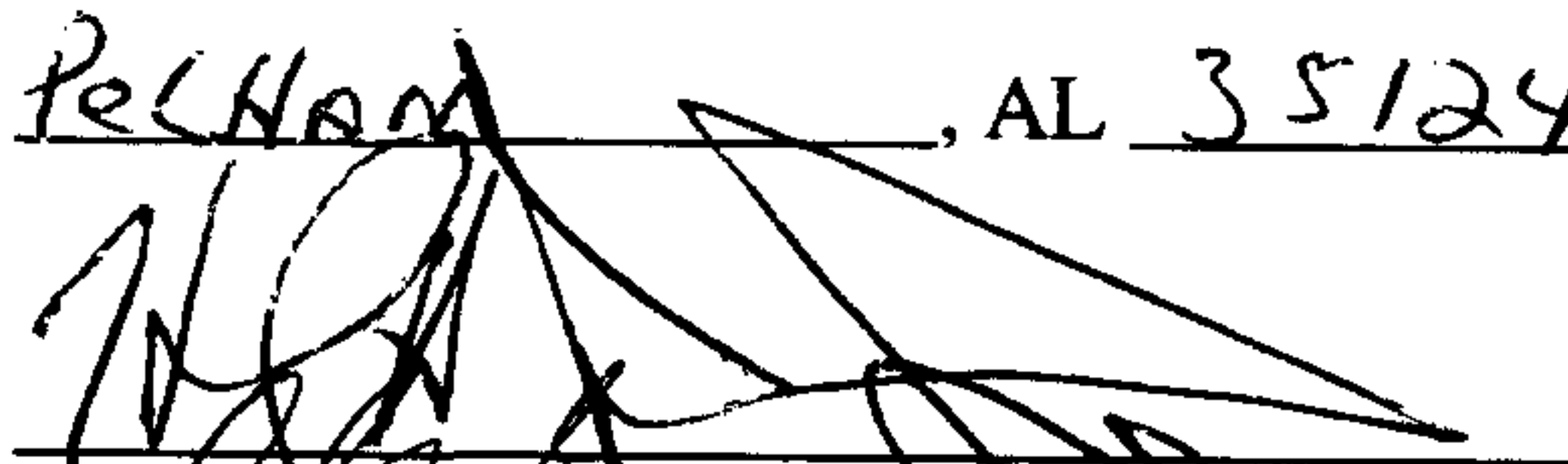
I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

Albert S. Auyang, Incorporator
4403 Hampton Heights Drive
Birmingham, AL 35209



Howard Johnson, Incorporator

1804 Indian Hills Road
Pelham, AL 35124

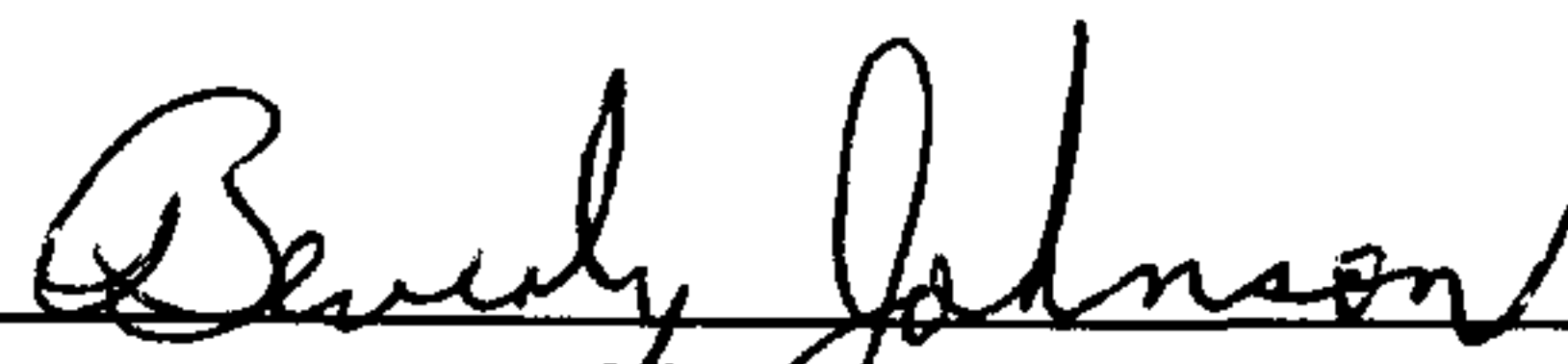


David G. Groves, Incorporator
1102A Thornwood Drive
Homewood, AL 35209-2223

State of Alabama, County of Jefferson, ss:

Subscribed and sworn to (or affirmed) before me this 1st day of November 2002.

I, the Notary Public, do hereby certify that the foregoing is a true and correct copy of the original as the same appears from the records of my office.



Notary Public

Nancy L. Worley
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Nancy L. Worley, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

The Karaoke Store, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of David G Groves, 1102 A Thornwood Dr, Homewood, AL 35209 for a period of one hundred twenty days beginning March 26, 2003 and expiring July 25, 2003.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

March 26, 2003

Date

A handwritten signature in cursive script, reading 'Nancy L. Worley', written over a horizontal line.

Nancy L. Worley

Secretary of State