

FILED
By the Office of the
Secretary of State
OCT 15 1999
Cincinnati, Ohio

ARTICLES OF INCORPORATION OF
ASSOCIATION OF INTERNATIONAL CHAMPIONS, INC.

ARTICLE ONE

The name of the corporation is Association of International Champions, Inc.

ARTICLE TWO

The corporation is a non-profit corporation.

ARTICLE THREE

The period of duration is perpetual.

ARTICLE FOUR

The purposes for which the corporation is organized are to perpetuate the old American institution, the barbershop quartet, and to promote and encourage vocal harmony and good fellowship among its members; to encourage and promote the education of its members and the public in music appreciation; to initiate, promote and participate in charitable projects; and to promote public appreciation of barbershop harmony.

The corporation's activities shall be conducted without personal gain for its individual members and any profits or other inurements shall be used in promoting the purposes of the corporation and the Society for the Preservation and Encouragement of Barbershop Quartet Singing in America, Inc.

ARTICLE FIVE

The address of its initial registered office is 1217 Stratford Drive, Richardson, Texas 75080 and the name of its initial registered agent at such address is Earl Hagn.

ARTICLE SIX

The number of directors constituting the initial board of directors is nine (9), and the names and addresses of these directors are as follows:

- * Jason January, 9702 W. Ferris Branch #636, Dallas, TX 75243
- Ben Ayling, 3142 Kenwood Blvd., Toledo, OH 43606
- Dale Deiser, 8206 Windlake Dr., San Antonio, TX 78230
- Al Mau, 14411 W. Horizon Dr., Sun City West, AZ 85375-2760
- Gary Parker, 15 Chiltern St., Farmington, CT 06032
- George Davidson, 7524 E. Costilla Place, Englewood, CO 80112
- Bob Gray, Jr., 14701 E. Colfax #F110, Aurora, CO 80011
- Fred King, 2129 Pitney Rd., Baltimore, MD 21234
- Doug "Nic" Nichol, 6640 Salisbury Rd. #D207, Maumee, OH 43537-9605

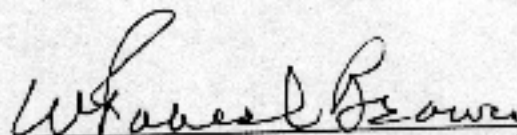
* AMENDED JULY 2001

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ARTICLE SEVEN

The name and address of the incorporator is:

W. Robert Brown
2365 Bolsover
Houston, Texas 77005


W. Robert Brown, Incorporator