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July 20, 1995

State of Florida,
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-07/25/95--01023--015
*****70.00 *****70.00

RE: SHANG RECORDS, INC.

Gentlemen:

Enclosed please find Application by Foreign Corporation for Authorization to Transact Business in Florida together with our check in the amount of \$70.00 for your fee.

If you have any questions, please contact the undersigned.

Very truly yours,

[Signature]
PHILIP M. GERSON

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Enc.

[Signature]
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

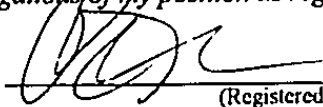
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:*

1. SHANG RECORDS, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. New York
(State or country under the law of which it is incorporated)
3. 13-3713549
(FBI number, if applicable)
4. 05-05-93
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Not as of date
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 404 Washington Avenue, Suite 680, Miami Beach, FL 33139
20031 SW 112 Avenue, Miami, Florida 33189
(Current mailing address)
8. All lawful purposes set forth in Articles of Incorporation
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: Philip M. Gerson
Suite 1310 - Miami Center
Office Address: 100 Chopin Plaza
Miami, Florida, 33131-4324
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


PHILIP M. GERSON
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Clifton Dillon
Address: 404 Washington Avenue, Suite 680, Miami Beach, FL 33139

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

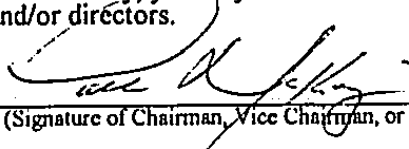
President: Luther McKenzie
Address: 404 Washington Avenue, Suite 680, Miami Beach, FL 33139

Vice President: _____
Address: _____

Secretary: _____
Address: _____

Treasurer: _____
Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. LUTHER MCKENZIE, President
(Typed or printed name and capacity of person signing application)

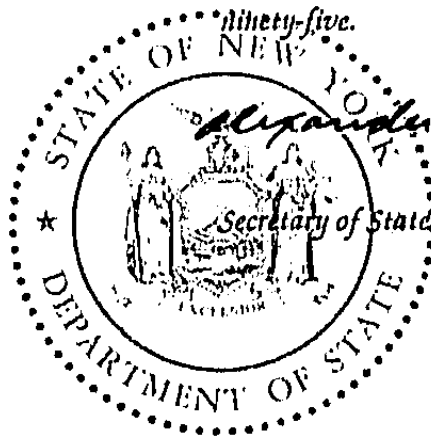
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of New York | ss:
Department of State

I hereby certify, that the certificate of incorporation of SHANG RECORDS, INC. was filed on 05/05/1993, with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 28th day of June
one thousand nine hundred and

ninety-five.



Alexander F. Trenchard

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