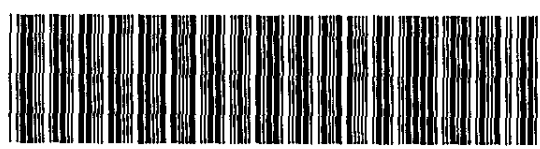


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LOUIS TERTUCHA, P.A.
ONE S.E. THIRD AVENUE
SUITE 1450
MIAMI, FLORIDA
33131



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**ARTICLES OF INCORPORATION
OF
ENCORE MUSIC GROUP, INC.**

The undersigned incorporator, for the purpose of forming a corporation, pursuant to Florida Statutes, Sections 607 and 621, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be Encore Music Group, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be located at One S.E. Third Avenue, Suite 1450, Miami, Florida, 33131.

ARTICLE III: CORPORATE PURPOSE

The object and purpose to be transacted and carried on by this Corporation and the services to be rendered in connection therewith are as follows:

1. The Corporation shall engage in the business of serving as an entertainment company for the creation, production, distribution, publication, performance, and exploitation of music, exemplified by but not limited to, the activities of creating, producing, recording, publishing, writing, performing, directing, exploiting, mastering, reproducing, distributing, promoting, marketing, selling, merchandising and licensing musical and/or audiovisual productions (in any and all media currently existing, or to be developed in the future), the collection of income from said exploitation and activities and all other ancillary and subsidiary rights and the management, promotion and development of all other activities in the musical and audiovisual industry.

2. To do all and everything necessary and proper for the accomplishment of any of the objects or purposes enumerated in these Articles of Incorporation or any amendment thereto, or in furtherance of this Corporation and, in general, either alone or in association with other corporations,

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firms, entities, or individuals, to carry on any lawful business, transactions, or activities for which corporations may be incorporated, and permitted under the laws of Florida and the United States, and to attain the objectives of this Corporation.

ARTICLE IV: AUTHORIZED SHARES - CAPITALIZATION

The Corporation shall be authorized to create, issue and have outstanding at any one time, a maximum of 500 shares of common stock having a par value of one dollar (\$ 1.00) per share. The entirety or any percentage of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, but not less than the par value of the stock so to be issued.

ARTICLE V: EXISTENCE AND DURATION

The existence of this Corporation shall commence upon the filing of these Articles of Incorporation. The Corporation shall continue perpetually unless dissolved in accordance with the laws of the State of Florida.

ARTICLE VI: INITIAL REGISTERED AGENT AND OFFICE

The street address of the Initial Registered Agent of this Corporation in the State of Florida shall be located at One S.E. Third Avenue, Suite 1450, Miami, Florida, 33131. The name of the Initial Registered Agent of this Corporation at that address shall be: Louis Tertocha, Attorney at Law.

ARTICLE VII: BOARD OF DIRECTORS

The business of this Corporation shall be managed by a Board of Directors which shall consist of not less than one (1) individual. The number of Directors may be either increased or

decreased from time to time by an amendment of the Bylaws of this Corporation in the manner provided by law, but shall never be less than one (1).

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The name and street address of the members of the Initial Board of Directors who shall hold office until their successors shall have been duly elected or appointed and have qualified are as follows:

Maridalia Hernandez Morel

One S.E. Third Avenue, Suite 1450

Miami, Florida, 33131.

ARTICLE IX: INCORPORATOR

The name and street address of the individual organizing this Corporation and executing these Articles of Incorporation as the Incorporator is as follows:

Louis Tertocha, Esq.

One S.E. Third Avenue, Suite 1450

Miami, Florida, 33131.

ARTICLE X: INDEMNIFICATION

To the extent permitted by law, the Corporation is empowered to indemnify each person serving as an Officer or Director of the Corporation, or any former Director or Officer of the Corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of being a Director or Officer of the Corporation, or by reason of any action alleged to have been taken or omitted by the Director or Officer. The Corporation may reimburse each person for all legal costs and attorneys fees (at all levels) and other expenses reasonably incurred in connection with any claim or liability.

The rights accruing to any individuals under the foregoing provisions shall not exclude any other rights to which they may be lawfully entitled, nor shall anything therein contained restrict the right of the Corporation to indemnify or reimburse such individuals in any proper case even though not specifically provided herein.

ARTICLE XI: SPECIAL PROVISIONS

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and conduct of the affairs of this Corporation.

1. This Corporation shall have the power to enter into, or become a partner in , any agreement for the sharing of profits, union of interests, or joint venture with any person, firm, entity or corporation to carry on any business or to make any investments otherwise permitted for this corporation and as permitted by law.

2. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interests of the Corporation's directors or shareholders, shall have the power to establish reasonable compensation for its directors, officers and employees, and shall have the power to provide one or more of the following additional compensation plans, whether singularly, on behalf of the Corporation, or in participation or conjunction with other individuals, partnerships, entities, or corporations:

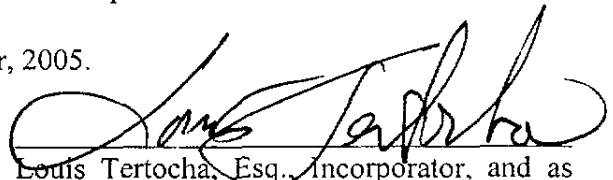
- a). A pension plan;
- b). A profit-sharing plan;
- c). A medical-dental reimbursement plan;
- d). A thrift and savings plan;
- e). A stock bonus plan;

- f). A stock option plan; or
- g). Other insurance, retirement, disability, death benefit or incentive compensation plans.

ARTICLE XII: AMENDMENT OF ARTICLES

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

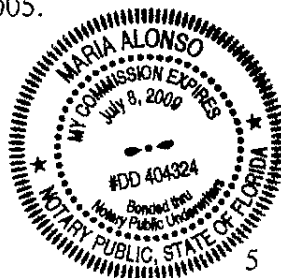
IN WITNESS WHEREFORE, the undersigned Incorporator has executed these Articles of Incorporation on this 13th day of December, 2005.



 Louis Tertocha, Esq., Incorporator, and as
 Agent for Encore Music Group.

STATE OF FLORIDA)
)SS
 COUNTY OF DADE)

THE FOREGOING instrument was acknowledged and sworn to before me by Louis Tertocha, Esq., who has identified himself with Florida Driver's License No. T632.520.54.3430, identifying himself as the person executing the foregoing instrument, and after being first by me duly sworn, deposes and states that he is the person described in and who executed the foregoing instrument, and who acknowledged that he executed same for the purpose stated herein.

13th IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this day of December, 2005.




 Notary Public

**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

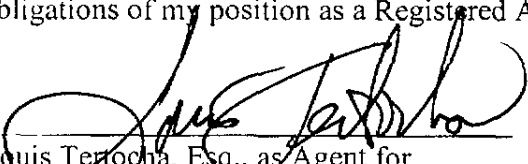
Pursuant to the provisions of Florida Statutes, Section 48.091 and Section 607.0501, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statements in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the Corporation: Encore Music Group, Inc.
2. The name and address of the Registered Agent and office is:

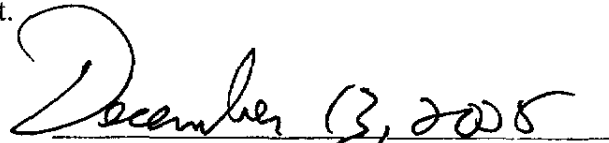
Louis Tertocha, Esq.
One S.E. Third Avenue, Suite 1450
Miami, Florida, 33131.

ACCEPTANCE AND ACKNOWLEDGMENT

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as a Registered Agent.




Louis Tertocha, Esq., as Agent for
Encore Music Group, Inc.



Date

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

THE FOREGOING instrument was acknowledged and sworn to before me by Louis Tertocha, Esq., who has identified himself with Florida Driver's License No. , identifying himself as the person executing the foregoing

instrument, and after being first by me duly sworn, deposes and states that he is the person described in and who executed the foregoing instrument, and who acknowledged that he executed same for the purpose stated herein.

13th IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this day of December, 2005.

Maria Alonso
Notary Public

