

P9700000 9120

Big Records, Inc.
560 Purdy Lane
Suite B-205
Palm Springs, FL 33461
(561)434-1979

January 24, 1997

Florida Dept. Of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

100002070241--0
-01/28/97--01084--003
*****80.00 *****80.00

Dear Sir of Madam:

Enclosed for filing please find the original and one copy of the Articles of Incorporation for the above corporation along with a check in the amount of \$80.00 for corporate filing fee.

If you should have any questions, please do not hesitate to contact me.

Very truly yours,

Maria Greenfield

Maria Greenfield

FILED
97 JAN 27 11:13:29
TALLAHASSEE, FLORIDA

8N JAN 30 1997

ARTICLES OF INCORPORATION
OF
BIG RECORDS, INC.

FILED

97 JUN 27 AM 10:29

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. The name of the corporation is Big Records, Inc.
2. The period of its duration is perpetual.
3. The purpose of the corporation is to engage in any activities or business permitted under the laws of the United States of America, the State of Florida, and any other country or state in which it may from time to time have occasion to do business. In particular, the purpose of the corporation is to engage in the business of recording and distributing records as the law may permit.

4. The corporation shall have the authority to issue 1000 shares of stock, all of one class, which shall have a par value of \$1.00 per share.

5. The initial shareholders shall be:

<u>Name</u>	<u>Amount of Shares</u>
Eric Greenfield	500
Maria Greenfield	500

6. The address of the corporation's initial registered office is 560 Purdy Lane, Suite B-205, Palm Springs, FL 33461, and the name of it's initial registered agent at said address is Maria Greenfield. The principal address is 560 Purdy Lane, Suite B-205, Palm Springs, FL 33461.

7. The number of directors constituting the initial Board of Directors of the corporation is two (2), whose names and addresses are:

<u>Name</u>	<u>Address</u>
Eric Greenfield	560 Purdy Lane, Suite B-205 Palm Springs, FL 33461
Maria Greenfield	560 Purdy Lane, Suite B-205 Palm Springs, FL 33461

8. The name and the address of the incorporator is:

Name
Eric Greenfield

Address
560 Purdy Lane, Suite B-205
Palm Springs, FL 33461

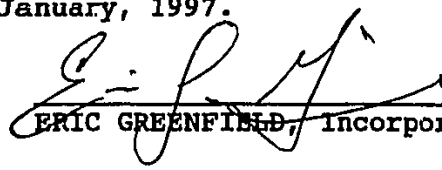
9. Each and every shareholder shall have preemptive rights so as to maintain their respective percentage interests as hereinbefore set forth.

10. The initial officers of the corporation shall be:

Name
Eric Greenfield
Maria Greenfield

Address
President
Secretary/Treasurer

DATED this 24th day of January, 1997.


ERIC GREENFIELD, Incorporator

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared ERIC GREENFIELD, who is personally known to me, and who is the person described in and who subscribed the above Articles of Incorporation of BIG RECORDS, INC., and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purpose therein mentioned and set forth.

IN WITNESS WHEREOF, I have set my hand and official seal, at West Palm Beach, in said County and State this 24th day of January, 1997.

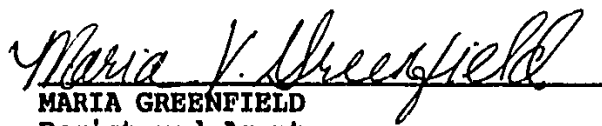


"OFFICIAL SEAL"
Catherine L. Graves
My Commission Expires 11/7/2000
Commission #CC 599918


NOTARY PUBLIC-STATE OF FLORIDA

ACCEPTANCE BY REGISTERED AGENT

I, MARIA GREENFIELD, hereby accept appointment as registered agent for BIG RECORDS, INC., and hereby acknowledge that I am familiar with, and accept the obligations of, Section 607.325, Florida statutes.


MARIA GREENFIELD
Registered Agent