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To:
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Account Name : FAS-T CORP. AGENTS, INC.
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FLORIDA PROFIT CORPORATION OR P.A.

SOUTH BEACH MUISC PRODUCTIONS, INC.

Certificate of Status	0
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B. McKnight JAN 04 1999

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ARTICLES OF INCORPORATION
OF
SOUTH BEACH MUSIC PRODUCTIONS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME OF CORPORATION

The name of the corporation shall be South Beach Music Productions, Inc.

ARTICLE II DURATION

This corporation shall have a perpetual existence, commencing on the date of the filing of these articles with the Florida Department of States.

ARTICLE III PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 1455 Ocean Drive, Apt. 511, Miami Beach, Florida 33139.

ARTICLE V CAPITAL STOCK

The corporation is authorized to issue 2000 shares of common stock with .01 par value.

ARTICLE VI PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his prorata share at the price at which it is offered to others.

ARTICLE VII INITIAL REGISTERED AGENT AND STREET ADDRESS

The registered agent is SAM WARD, and the street address of the initial registered office of this corporation is 1455 Ocean Drive, Apt. 511, Miami Beach, Florida 33139.

ARTICLE VIII INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are

SAM WARD 1455 Ocean Drive, Apt. 511, Miami Beach, Florida 33139.

ARTICLE IX INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this corporation is:

SAM WARD 1455 Ocean Drive, Apt. 511, Miami Beach, Florida 33139.

ARTICLE X INDEMNIFICATION

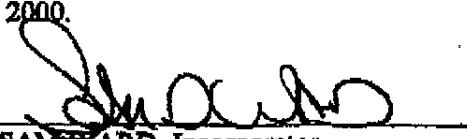
This corporation shall fully indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, in the manner provided by law, and any right conferred upon the shareholder is subject to this reservation..

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3 day of January, 2000.

I ACCEPT DESIGNATION AS
THE REGISTERED AGENT.


SAM WARD, Incorporator / REGISTERED AGENT

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