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From:
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FLORIDA PROFIT CORPORATION OR P.A.

FRONT LINE RECORDS, INC.

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ARTICLES OF INCORPORATION
OF
FRONT LINE RECORDS, INC.

THIS IS TO CERTIFY that I, the undersigned incorporator, for the purposes of forming a corporation under the Florida Statutes, do hereby make, subscribe, acknowledge and file these Articles of Incorporation and I do hereby certify:

I.

The name of the corporation shall be FRONT LINE RECORDS, INC. Its principal place of business shall initially be 15530 SW 80th St., Ste. C-303, Miami, Florida 33193, with branch offices at such places, such states and foreign countries as the Board of Directors may from time to time by resolution provide. The corporation shall have perpetual existence.

II.

The general nature of the business to be conducted and transacted by the corporation and its purpose shall be as follows:

(a) The general objects and purposes for which the corporation is organized is to engage in video, music, film and related production and distribution, in Miami-Dade, Monroe, Collier and Broward Counties, the State of Florida and all of the United States and further, to do such other things as may be permitted by the laws of the United States and the State of Florida.

(b) To acquire by purchase, subscription or otherwise and mortgage, pledge or otherwise dispose of bonds, notes or other securities or evidences of indebtedness and the shares of capital stock created and issued by any other corporation or corporations, association or associations and to purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of any bonds or other securities or evidences of indebtedness created or issued by any other corporation or corporations, association or associations and, while the owner of such stock, to exercise all rights, powers and privileges of such ownership, including the right to vote the same and to do any and all lawful acts or things designed to protect, preserve, improve or enhance the value of any such bonds, stocks or other securities or evidences of indebtedness and to guarantee dividends upon the share of the capital stock of any other corporation in which this corporation, at the time, may be interested as a stockholder thereof and to endorse or otherwise guarantee the principal and interest, or either thereof, of notes, bonds or other evidences of indebtedness

THIS INSTRUMENT PREPARED BY:
GARY S. RACKEAR, ESQUIRE, FLORIDA BAR NO. 220560
3975 Sunset Drive, Suite 604, So. Miami, Florida 33143 Phone: 305-553-9380

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(c) To lend, borrow money, be a surety, execute bail bonds and to execute and deliver, accept, take and receive notes, bonds, debentures or other securities or other evidences thereof and mortgages.

(d) To acquire, enjoy, utilize and dispose of patents, copyrights and trademarks any licenses or other rights or interests therein and thereunder; to act as fiscal or financial agent, broker or general representative and as attorney-in-fact of and for individuals, corporation and inter-insurance or reciprocal companies and as general or special agent for the placing and handling of all classes of insurance, including life, fire, tornado, accident, theft and branches of insurance incident thereto.

(e) To conduct a general manufacturing business; to buy, sell, trade or barter in all types, kinds and descriptions of manufactured products or raw materials; to maintain and operate a retail and wholesale merchandising business; to be a general contractor or builder or carry on any type of business related thereof; to purchase and sell mills, land, standing timber, logs and lumber; to engage in scientific research and development of all types; to produce, buy, sell and market agricultural products, to own, operate and engage in the airline, airport, steamship, bus, trucking or any other type of transportation business; to own and operate a radio or television station or engage in any type of communication of newspapers, magazines and any and all types of kindred enterprises; to own and maintain and operate a school, educational or amusement business; to engage in the hotel, restaurant, garage, mining, oil, travel, building, contracting or salvage business or any similar or related type of business and to operate an export or import business.

(f) To do all acts and things necessary, suitable, convenient or proper for the accomplishment of any of the purposes before or hereinafter enumerated or incidental to the powers herein named, or which shall, at any time, appear conducive or expedient for the benefit or protection of the corporation, either as holders of, or interested in, any property or otherwise, with all the powers which are now or may hereinafter be conferred by the laws of the State of Florida or of these United States of America.

(g) To own, lease, buy or sell real property whether located in the State of Florida, the other States of the United States of America or foreign countries or planetary objects.

III.

The aggregate number of shares that the corporation shall have the authority to issue is ONE THOUSAND (1000) shares at ONE (\$1.00) DOLLAR per share par value.

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IV.

The amount of capital with which the corporation shall begin shall be ONE THOUSAND 00/00 (\$1000.00) DOLLARS.

V.

The initial street address in Florida of the principal office of the corporation is 15530 SW 80th St., Ste. C-303, Miami, Florida 33193, and the name of the initial Registered Agent shall be GARY S. RACKEAR, ESQUIRE, whose address is 5975 Sunset Drive, Suite 604, South Miami, Florida 33143-5174.

VI.

The initial Board of Directors shall consist of a minimum of one (1) member and no more than five (5) members who shall not be required to be residents of the State of Florida nor need be shareholders of the corporation.

VII.

The initial director will be HENRY MERCHANT, whose address is 15530 SW 80th St., Ste. C-303, Miami, Florida 33193, who shall serve as director until the first annual meeting of the shareholders or until his successor shall have been elected and qualified.

VIII.

The name and address of the initial subscriber to the corporation is HENRY MERCHANT, whose address is 15530 SW 80th St., Ste. C-303, Miami, Florida 33193.

IX.

A two-thirds (2/3) vote of the shareholders of this corporation shall be required for shareholder action.

X.

The shareholders shall have the power to adopt, amend, alter, change or repeal these Articles of Incorporation when proposed and approved at a shareholder meeting or other meeting specially called therefore, by not less than two-thirds (2/3) vote of the common stock.

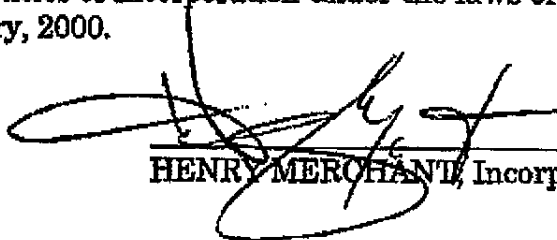
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XI.

The shareholders of this corporation shall have preemptive rights to acquire unissued or treasury shares of this corporation or securities of this corporation convertible into or carrying a right to subscribe to or acquire shares. All common shares of this corporation shall be subject to restrictive rights.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed these foregoing Articles of Incorporation under the laws of the State of Florida this 28th day of January, 2000.

 (Seal)
HENRY MERCHANT, Incorporator

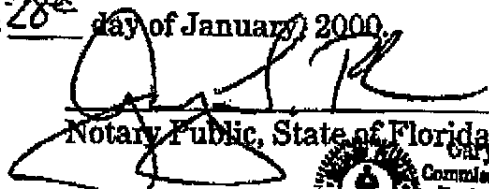
STATE OF FLORIDA

: SS

COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared HENRY MERCHANT, who is personally known to me to be the person described in and who subscribed to the above Articles of Incorporation of FRONT LINE RECORDS, INC., and he after taking oath, did freely and voluntarily acknowledge before me, according to law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Miami-Dade County, Florida, this 28th day of January, 2000.


Notary Public, State of Florida
Gary S. Rackner
Commission # 00848337
Expires Aug. 5, 2003
Bonded Through
Atlantic Bonding Co., Inc.
Printed Name of Notary Public

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My Commission expires:

OATH OF REGISTERED AGENT

STATE OF FLORIDA

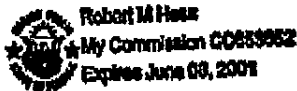
: SS

COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared GARY S. RACKEAR, ESQUIRE, whose address is 5975 Sunset Drive, Suite 604, South Miami, Florida 33143-5174, having been named to accept service of process for FRONT LINE RECORDS, INC., at the above address, hereby accepts to act in this capacity and agrees to comply with the provisions of said act relative to keeping open said office.


GARY S. RACKEAR, ESQ.

Sworn and subscribed to before me at Miami, Dade County, Florida, this ____ day of January, 2000, by GARY S. RACKEAR, ESQ., who is personally known to me and who took an oath.




Notary Public, State of Florida

Robert M. Hess
Printed Name of Notary Public

My Commission expires:

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