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* ADMITTED IN FLORIDA AND BRAZIL
+ ADMITTED IN FLORIDA AND NEW YORK
* ADMITTED IN FLORIDA AND BEFORE THE
U.S. PATENT AND TRADEMARK OFFICE

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February 14, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-02/16/00--01051--001
****236.25 *****78.75

Re: Vanilla Records, Inc.
Johighness, Inc.
Jomart of Florida, Inc.

FILED
00 FEB 16 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

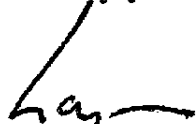
Dear Sirs:

Enclosed please find for filing the original Articles of Incorporation and one copy for certifying for the above referenced firms. A preliminary online search has indicated that the names are available.

Also enclosed is a check for \$ 236.25 to cover the costs of the filing fee and the cost of one certified copy of the articles.

Thank you very much.

Sincerely yours,


Christopher Langen

C.C.
2-21-00

ARTICLES OF INCORPORATION OF
VANILLA RECORDS, INC

ARTICLE I
NAME

The name of this corporation is VANILLA RECORDS, INC.

ARTICLE II
PURPOSE

This corporation is organized to do any and all lawful business.

ARTICLE III
CAPITAL STOCK

This corporation is authorized to issue One Thousand Shares (1,000) of stock, at \$1.00 par value.

ARTICLE IV
INITIAL REGISTERED AGENT

The name of the initial registered agent of this corporation, together with the agent's address, is:
Christopher Langen, Esq., 112 South Hibiscus Drive, Miami, FL 33139-5130

ARTICLE V
INITIAL MAILING ADDRESS

The initial mailing address of this corporation is: c/o Christopher Langen, Esq., P.O. Box 398570, Miami Beach, Florida, 33239-8570

ARTICLE VI
BOARD OF DIRECTORS

This corporation shall have at least one director. The number of directors of this corporation may be established from time to time in the manner provided by the Bylaws. The initial directors of the corporation and their address are: Jens Adamski, c/o Christopher Langen, Esq., P.O. Box 398570, Miami Beach, Florida 33239-8570

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles is: Jens Adamski, c/o Christopher Langen, P.O. Box 398570, Miami Beach, Florida 33239-8570

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ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify any officer or Director or any former officer or Director, to the full extent permitted by law.

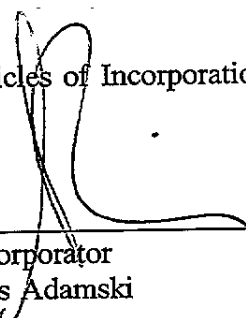
ARTICLE IX
BYLAWS

The Board of Directors and the shareholders shall each have the power to adopt, alter, amend or repeal Bylaws.

ARTICLE X
CORPORATE EXISTENCE

The existence of this corporation shall be perpetual and shall commence on the date of filing with the Secretary of State.

In witness whereof, the undersigned incorporator executed these Articles of Incorporation this 11th day of February, 2000.



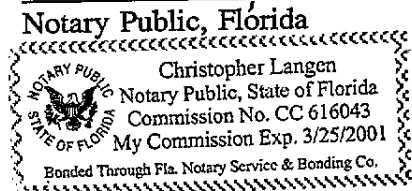
Incorporator
Jens Adamski

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 11th day of February, 2000, by Johannes Adamski, who is personally known to me; or who has produced _____ as identification and who did (did not) take an oath.


My commission expires:



ACCEPTANCE BY REGISTERED AGENT

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 registered agent.

This acceptance is dated the 11th day of February, 2000.



Christopher Langen, Esq.

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