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ACCOUNT NO. : 072100000032

REFERENCE : 610923 4144A

AUTHORIZATION :

COST LIMIT : \$ 78.75

*Patricia Pzyto*

ORDER DATE : March 3, 2000

ORDER TIME : 12:17 PM

ORDER NO. : 610923-005

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CUSTOMER NO: 4144A

CUSTOMER: Rosa Maria Ancheta, Legal Asst  
HOLLAND & KNIGHT  
HOLLAND & KNIGHT  
Suite 3000  
701 Brickell Avenue  
Miami, FL 33131

DOMESTIC FILING

NAME: MIAND MUSIC, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAR -3 PM 1:55

RECEIVED  
00 MAR -3 PM 12:52  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MÍAND MUSIC, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 MAR -3 PM 1:55

The undersigned, acting as incorporator of . under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is MÍAND MUSIC, INC. (the "Corporation").

ARTICLE II. ADDRESS

The mailing address of the Corporation is 701 Brickell Ave., Suite 3000, Miami, Florida 33131.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 701 Brickell Ave., Suite 3000, Miami, Florida 33131 and the name of the Corporation's initial registered agent at that address is Intrastate Registered Agent Corporation.

## ARTICLE VII. INCORPORATOR

The name and street address of the incorporator are:

Juan D. Bendeck, Esq.  
701 Brickell Avenue  
Suite 3000  
Miami, Florida 33131

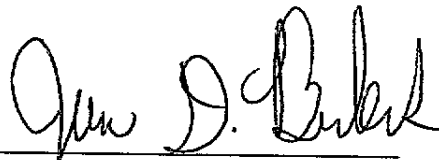
## ARTICLE VIII. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

## ARTICLE IX. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on the 2nd day of March, 2000.

A handwritten signature in black ink, appearing to read "Juan D. Bendeck", written over a horizontal line.

Juan D. Bendeck, Esq.  
Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:


That MÍAND MUSIC, INC. desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation at 701 Brickell Ave., Suite 3000, Miami, Florida 33131 has named Intrastate Registered Agent Corporation as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 2nd day of March, 2000.

INTRASTATE REGISTERED AGENT  
CORPORATION

By:   
Name: Steven H. Hagen  
Title: Registered Agent

MIA1 #914786 v1

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAR -3 PM 1:55