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WALTER B. LEBOWITZ, ESQ.
12555 Biscayne Blvd, Suite 924
MIAMI, FLORIDA 33181
Phone (305) 893-0000
Fax: (305) 893-0007

Member of California Bar Only

March 3, 2000

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

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-03/13/00--01106--005
*****70.00 *****70.00

Re: JUSTSHEETMUSIC.COM/INC.

Gentleman: _

Enclosed please find my Check in the sum of \$70.00 for payment of the filing fee and registered agent's fee for the above new corporation.

Please mail me the enclosed copy after you stamp and date the same showing when it was filed for record.

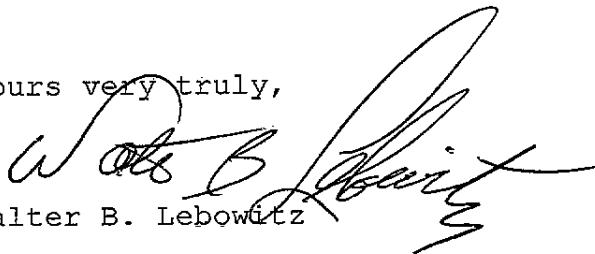
If there is any problem or if the name is not available or if you have any question regarding the above, please call me at (305) 893-0000.

I will accept a collect call if necessary.

Thank you for your cooperation.

Yours very truly,

Walter B. Lebowitz



C:\COV justsheetmusic.com/inc.

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00 MAR 13 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF
JUSTSHEETMUSIC.COM/INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is: JUSTSHEETMUSIC.COM/INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and/or all lawful business, especially anything relating to SONGS, SHEET MUSIC, MUSIC, RECORDINGS, AND THE PRODUCTION, CREATING, DISTRIBUTION AND MARKETING OF SHEET MUSIC AND SONGS.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000,000 shares of common stock, at one cent (\$.001) par value, per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal and registered Office of this corporation is 12555 Biscayne Blvd., Suite 924, Miami, Florida 33181, and the name of the initial registered agent of this corporation at that address is, WALTER B. LEBOWITZ.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2), Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By Laws.

The names and addresses of the initial Board of Directors of this corporation is/are:

NAME	ADDRESS
JOSEPH TAUSCH, 11905 sw 6 TH Street, Miami, Florida 33184. Director and President	
ERIC S. TAUSCH, 885 ne 79 TH Street, Miami, Florida 33138. Director and Secretary-Treasurer	

ARTICLE VII - INCORPORATORS

The name and address of each person signing these Articles are:

NAME	ADDRESS
JOSEPH TAUSCH, 11905 sw 6 TH Street, Miami, Florida 33184	
ERIC S. TAUSCH, 885 ne 79 TH Street, Miami, Florida 33138.	

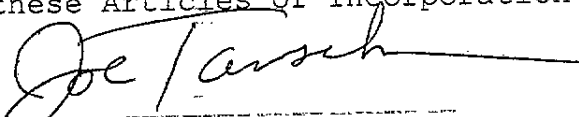
ARTICLE VIII - INDEMNIFICATION

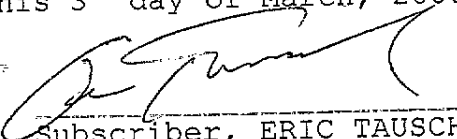
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3rd day of March, 2000.


Subscriber, Joseph Tausch

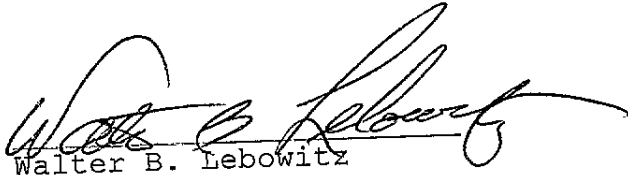

Subscriber, ERIC TAUSCH.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

FILED
00 MAR 13 AM 11:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, WALTER B. LEBOWITZ HAVING A BUSINESS OFFICE at 12555 Biscayne Blvd., Suite 924, Miami, FL 33181, and, having been designated as the Registered Agent in the above and foregoing Articles, and to accept service of process for the above stated Corporation at my business address, am familiar with and accept the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes. I further agree to comply with the provisions of said Statutes relating to the proper and complete performance of my duties as registered agent.


Walter B. Lebowitz

Date: March 3, 2000