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2000 APR -4 AM 7:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SHAMES & LITWIN

Sixty State Street
38th Floor
Boston, MA 02109
Telephone: (617) 227-9400
Facsimile: (617) 371-2525

PO0000035907

March 31 2000

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

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-04/04/00--01036--001
*****70.00 *****70.00

Re: ^{MUSIC} Articles of Incorporation/CMD¹, Inc.

Dear Sir or Madam:

Enclosed please find two copies of the above-referenced articles of incorporation, and the check for \$70.00 as the filing fee. Please file these articles and return a time-stamped copy to me in the enclosed SASE. Please contact me with any questions or comments.

Thank you and best regards.

Very truly yours,
Shames & Litwin

By: Joel S. Shames
Joel S. Shames

JSS:cl
Enclosures

Joel failed
new name

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ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:

CMD Music, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is:

3230 Morris Lane, Miami, FL 33133

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: see attached Schedule III

ARTICLE IV SHARES

The number of shares of stock is: 1,000

ARTICLE V INITIAL OFFICERS/DIRECTORS

The name(s) and address(es):

Daniel W. Wood, 3230 Morris Lane, Miami, FL 33133
Jody E. Dupuis, 715 N.E. 26th Avenue, Hallandale, FL 33009
Radames R. Maldonado, 5180 La Gorce Drive
Miami Beach, FL 33140

ARTICLE VI REGISTERED AGENT

The name and Florida street address registered agent are:

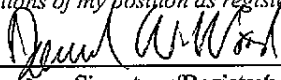
Daniel W. Wood
3230 Morris Lane
Miami, FL 33133

ARTICLE VII INCORPORATOR

The name and address of the Incorporator are:

Daniel W. Wood, 3230 Morris Lane, Miami, FL 33133

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.



Signature/Registered Agent

3/31/00

Date



Signature/Incorporator

3/31/00

Date

SCHEDULE TO ARTICLE III

CORPORATE PURPOSES

To manufacture, develop, prepare, reproduce, record, acquire, purchase, own, maintain, export, import, sell, lease, license, distribute, manage and exploit in all media throughout the world, musical and dramatic performances of group performers and individuals, and to do all other things necessary, convenient or incidental to being a full service multimedia entertainment, recording and personal services production company, including, but not limited to, acquiring by purchase or otherwise, exploiting, turning to account, licensing and authorizing the sublicensing of, the use of, assigning, transferring, conveying and generally dealing with and in copyrights, trademarks, trade names, service names, service marks, and intellectual properties of every kind and description, engaging the services of third parties, and carrying on a general multimedia and personal services company in all branches of business;

To purchase, subscribe for, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of real and/or personal property of every kind and description, including shares of stock, bonds, debentures, notes, evidences of indebtedness, and other securities, contracts or obligations of any corporations, associations, or individuals, whether domestic or foreign, and to pay therefor in whole or in part in cash or by exchanging therefor stocks, bonds or other evidence of indebtedness or securities of this or any other corporation, and while the owner or holder of any such real or personal property, stocks, bonds, debentures, notes, evidences of indebtedness or other securities, contracts or obligations, to receive, collect and dispose of the interest, dividends and income arising from such property, and to possess and exercise in respect thereof, all the rights, powers and privileges of ownership, including all voting powers on any stocks so owned; and

To carry on any business or other activity that may lawfully be carried on by a corporation organized under the statutes of the State of Florida whether or not related to those set forth in the preceding paragraphs.