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TRANSMITTAL LETTER

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

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: PLANET MIZIK, INC.
(Proposed corporate name-must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75, filing fee, Certified copy & Certificate.

FROM: Andre D. Pierre
Name (printed or typed)

6301 Biscayne Boulevard, Suite 101
Address

Miami Florida 33138
City, State, Zip

(305) 756-5250
Daytime Telephone Number

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-06/07/00-01025-003
*****78.75 *****78.75

F. CHESER

JUN 1 4 2000

NOTE: Please provide the original and one copy of the articles.

**CERTIFICATE OF INCORPORATION
OF
PLANET MIZIK INC.**

I, the undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of an Act of the Legislature of the State of Florida approved June 1, 1925, and the acts amendatory thereto, do hereby subscribe to this Certificate of Incorporation.

1. Name.

The name of the Corporation is **PLANET MIZIK INC.**

2. Nature of business, purposes, and objects.

This corporation is formed to engage in any lawful act or activity for which a corporation may be organized under the laws of the State of Florida. This corporation may be engaged in the following activities:

- (a) To engage in every phase and aspect of the music industry and any effect of like kind.
- (b) To manufacture, purchase, or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invent, trade, deal in and with goods, wares, merchandise and other personal and real property of every class and description whatsoever.
- (c) To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purposes of any of the said business or commonly supplied or dealt in by persons engaged in any such business, or which may be capable of being profitably dealt with in connection with any of the said business.
- (d) To guarantee, acquire by purchase, subscription or otherwise hold for investment, or otherwise sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of the State of Florida, or any other state or government, domestic or foreign and while the owner of any such stocks, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes; to aid by loan, subsidy, guaranty or in any other manner whatsoever so far as the same may be permitted in the case of corporation organized under the laws of the State of Florida, any corporation whose stocks, bonds, securities or other obligations are or may be in any manner and at any time owned, held or guaranteed, and to do any and all other acts or things for the preservation, protection, improvement or enhancement in value of any such stocks, bonds, securities or other obligations; and to do all and any such acts or things designed to accomplish any such purpose.
- (e) To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind, to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.
- (f) To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments and other bodies.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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(g) To acquire in any manner, utilize, enjoy, hold, sell, assign, lease, mortgage or otherwise dispose of letters of patent of the United States or any foreign country, patents, patent rights, licenses and privileges, intentions, improvements and processes, copyrights, trademarks and trade names or pending applications therefor, relating to or useful in connection with any business of the corporation or any other corporation in which this corporation may have an interest as a stockholder or otherwise.

(h) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation, to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specific time or times, payable upon the happening of a specified event or events, secured or unsecured, from time to time, for moneys borrowed or in payment for property acquired, or for any of the objectives of the business of the corporation; to secure the same by mortgage or mortgages, or deed or deeds of trust, or pledge or other lien upon any or all the property acquired or to be acquired; and to confer upon the holders of any debentures, bonds or other evidences of indebtedness of the corporation, secured or unsecured, the right to convert the principal thereof into any preferred or common stock of the corporation, as now or hereafter authorized upon such terms and conditions as shall be fixed by the Board of Directors; to sell, pledge, or otherwise dispose of any or all debentures or other bonds, notes and other obligations in such manner and upon such terms as the Board of Directors may deem judicious, subject, however, to the provisions of Article THIRD hereof.

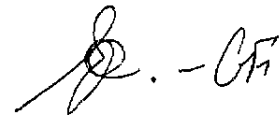
(i) To acquire by purchase, subscription or otherwise, and to own, hold, sell, vote and handle shares of stock in other corporations.

(j) To have one or more officers conduct its business and promote the objectives within the State of Florida, and in other states, the District of Columbia, the territories, possessions and dependences of the United States, and in foreign countries, without restrictions as to place or amount.

(k) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attainment of any of the objectives, or the furtherance of any of the powers enumerated in this Certificate of Incorporation or any amendment hereof, necessary or incidental to the protection and benefit of the corporation, as principal agent, director, trustee or otherwise; and, in general, either alone or in associations with other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objectives, or the furtherance of such purposes or objectives of the corporation, whether or not such business is similar in nature to the purposes and objectives as set forth in this Certificate of Incorporation or any amendment hereof.

The foregoing paragraphs shall be construed and enumerated both as objectives and powers of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the purposes or objects of the Corporation otherwise permitted by law.

The Corporation elects to be governed by the Florida Business Corporation Act.

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3. Capital stock.

- a) The total authorized capital stock of this Corporation shall be twenty thousand (20,000) shares all of which shall be common stock and shall be issued at a par value of one dollar (\$1) per share.
- b) The voting power of the shares of capital stock in this Corporation shall be vested wholly in the holders of the shares of common capital stock. The preferred capital stock shall have no voting power whatever.
- c) In the event of the liquidation or dissolution, or the winding up of business affairs of the Corporation, the holders of the preferred shares of capital stock shall be and are entitled to be paid first for the full and determined value of their shares, together with unpaid dividends up to the time of the payment; after the payment to the preferred stockholders, the remaining assets of the Corporation shall be distributed among the holders of the common capital stock to the extent of their respective shares.

This Corporation shall have the right at its option to retire the preferred stock upon ten (10) days notice, by a resolution of its board of Directors.

4. Indemnification.

The Corporation shall Indemnify any director, officer or employee, or former director, officer or employee of the Corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or which it is a creditor, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been such creditor, officer, or employee, except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. The Corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit, or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter in controversy (whether or not a quorum) that it was to the interests of the Corporation that such settlement be made and that such director, officer or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitled under bylaws, agreement, vote of shareholders, or otherwise.

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5. Restrictions on the Issuance of Stock Rights and Options.

The board of directors may not, without the express approval of at least the majority of the then outstanding shares of the Corporation at a meeting duly called for such purpose, create or issue rights or options entitling the holders thereof to purchase from the Corporation shares of any class or classes. Further, even upon such approval by the shareholders, the board of directors shall not create and issue such rights or options that shall not provide for a price less than fifty percent (50%) of the then market value of such shares, determined by an independent certified public accountant of the Corporation, or upon terms that would permit the holder of such options or rights to pay the purchase price of such shares over a period longer than six months.

6. Quorum and Vote of Shareholders.

The quorum of the shareholders of this Corporation for each annual/special meeting of the shareholders shall be one-third of the shares then outstanding and entitled to vote. No resolution of the Corporation at any meeting of the shareholders shall be adopted except by the vote of at least 2/3 of the shares represented in a properly called meeting at which a quorum of the shares is present.

7. Restriction on Payment of Dividends.

The board of directors of the Corporation may not pay or declare a dividend during the first two years of the Corporation's operation of its business. Thereafter, the board of directors may, from time to time, declare and pay dividends in accordance with the law provided that the Corporation has adequate cash reserves at all times to meet six months' projected operating expenses.

8 Distributions from Capital Surplus.

The board of directors of the Corporation may, from time to time, distribute to the shareholders out of a capital surplus of the Corporation a portion of the assets of the Corporation, in cash or property, provided:

- (a) No such distribution shall be made at a time when the Corporation is insolvent or when the distribution would render the Corporation insolvent;
- (b) No such distribution shall be made to the holders of any class of shares unless all cumulative dividends accrued on all preferred classes of shares entitled to preferential dividends have been fully paid;
- (c) No such distribution shall be made to the holders of any class of shares that would reduce the remaining net assets of the Corporation below the aggregate preferential amount payable in the event of an involuntary liquidation to the holders of shares having preferential rights to assets of the Corporation in the event of liquidation; and
- (d) Such distribution, when made, shall be identified as a distribution from capital surplus and the amount per share disclosed to shareholders receiving the same concurrently with the distribution thereof.

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9. Payment of Dividends from Depletion Reserves.

The board of directors may, from time to time, declare and the Corporation may pay dividends in cash from the depletion reserves earned by the Corporation through its business of exploiting natural resources, but such reserves and the amount per share paid from such reserves shall be disclosed to the shareholders receiving the same concurrently with the distribution thereof.

10. Principal Office.

The principal office for the transaction of the business of the Corporation shall be in the City of North Miami, County of Dade, State of Florida, and such business may be carried on in such city, such county, adjoining counties, and elsewhere within the state in the discretion of the Board of Directors. The post office address of the present principal office is 943 N.E 125 Street, Miami, Florida 33161.

11. Duration.

The duration of the Corporation shall have perpetual; provided, however, that the Corporation may be dissolved and terminated at any time by agreement of two-thirds of the then-existing shareholders of the Corporation at any regular meeting or at a special meeting of the shareholders called for that purpose. In the event of dissolution, the Board of Directors, as trustees of the property of the Corporation, shall apply the Corporation's assets, first, to the payment of the debts of the Corporation, and, second, pro rata to the shareholders of the Corporation.

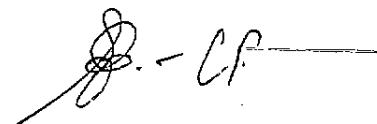
12. Board of directors.

The Board of Directors shall consist of not less than one (1) nor more than ten (10) directors.

13. Initial shareholders.

The name and post office address of the initial shareholders are:

<u>NAME</u>	<u>ADDRESS</u>	<u>Number of shares Subscribed For</u>
Emmanuel Alvarez	15512 SW60th Street Miami, FL 33193	1/3
Carmelo Frederic	29 N.W. 94 Street Miami, Florida 33150	1/3
Ulrick Bouzi	29 N.W. 94 Street Miami, Florida 33150	1/3


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14. Initial directors.

The name and post office address of the initial Directors who, subject to the provisions of this Certificate of Incorporation, the by-laws, and Act of the Legislature approved June 1, 1925 and the acts amendatory thereto, shall hold office for the first year of the corporation's existence or until his successor is elected and shall have qualified, are:

Carmelo Frederic President
29 N.W. 94 Street
Miami, Florida 33150

Ulrick Bouzi Vice President
29 N.W. 94 Street
Miami, Florida 33150

Emmanuel Alvarez Treasury & Secretary
15512 SW 60th Street
Miami, FL 33193

15. Continuity.

The corporation shall not be dissolved or in any similar manner affected by the death, insanity, incompetency, conviction for a felony, resignation, withdrawal, transfer of ownership of shares, retirement, or expulsion of any one or more of the shareholders or by a vacancy on the Board of Directors or by any changes in staff of the Corporation or by the happening of any other event which under the laws of the State of Florida would work a dissolution of a partnership. No shareholder shall have the power to dissolve the Corporation by his independent act of any kind.

16. Rights released and retained.

Shareholders of the Corporation may also be employees of the Corporation and subject to its management and control in the same manner as other employees, professional or otherwise, notwithstanding their ownership of a stock interest in the Corporation. All professional employees of the Corporation and those persons who may hereafter become professional employees shall forego all claims for fees charged and collected for professional services rendered or to be rendered by them on behalf of the Corporation and shall accept in lieu thereof such compensation as may be set from time to time by the Board of Directors of the Corporation.

17. Restraints on alienation of stock and conditions of ownership.

(a) The shareholders of the Corporation shall have the power to include in the Bylaws, adopted by a majority of the shareholders of the Corporation, any regulatory or restrictive provisions regarding the sale, assignment, pledge, transfer, or other disposition of any of the outstanding stock of the Corporation by any of its shareholders. Such regulatory or restrictive provisions shall not affect the rights of third parties without actual knowledge thereof, unless existence of such provisions shall be noted conspicuously on the certificate evidencing the ownership of such stock.

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(b) Shares held by a deceased or retired shareholder shall, within six months after the date of death or retirement be either redeemed or canceled by the Corporation or transferred to a person or persons authorized to hold shares.

18. Additional powers.

In furtherance, and not in limitation, of the general powers conferred by the laws of the State of Florida, the Corporation shall have the following additional powers:

(a) To enter into any general or limited partnership or joint venture with any individual, firm, association, or corporation for the purpose of carrying on any business which the Corporation has direct or incidental authority to pursue.

(b) To enter into, for the benefit of its employees, professional or otherwise, one or more of the following: (1) a pension plan; (2) a profit-sharing plan; (3) a sick-pay plan; (4) a thrift and savings plan; (5) a medical expense plan, or (6) other fringe benefit or incentive compensation plans.

19. General management and control.

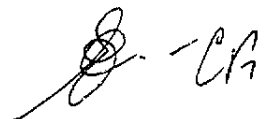
Subject to such restrictions, if any, as may be set forth in the Bylaws, the Board of Directors shall exercise general management and control of the business and may exercise all of the powers of the Corporation except such as may be by statute, or by the Articles of Incorporation or amendment thereto.

20. Amendments.

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation at any time by the agreement of two-thirds of then-existing shareholders at any regular meeting or at a special meeting of the shareholders called for that purpose, and all rights conferred on shareholders herein granted subject to this reservation.

21 Severance.

If any phrase, clause, sentence, paragraph, or provision of these Articles of Incorporation is held void or illegal, it shall not impair nor affect the rest of these Articles of Incorporation and the associates do hereby declare that they would have signed and executed the remainder of these Articles without such void or illegal provision.

A handwritten signature in dark ink, appearing to be "J. - CH", is written in the bottom right corner of the page.

22. Incorporators.

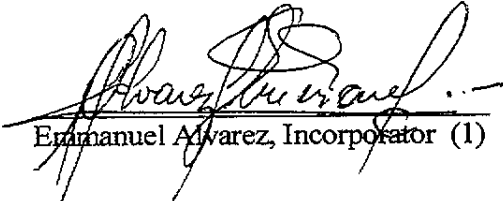
The name and address of the incorporators to these Articles of Incorporation are:

Emmanuel Alvarez
15512 S.W. 60th Street
Miami, FL 33193

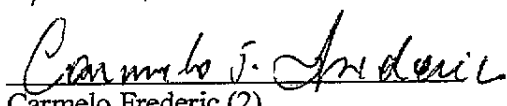
Carmelo Frederic
29 N.W. 94 Street
Miami, Florida 33150

Ulrick Bouzi
29 N.W. 94 Street
Miami, Florida 33150

IN WITNESS WHEREOF, we the undersigned, being the only associates of the Corporation, do sign our name this May 26th, 2000.


Emmanuel Alvarez, Incorporator (1)

SEAL


Carmelo Frederic (2)

SEAL

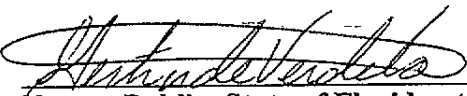

Ulrick Bouzi (3)

SEAL

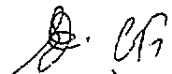
STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

BE IT REMEMBERED that on this day personally appeared before the undersigned Notary Public, in and for the State of Florida at Large, Subscribers to the following Certificate of Incorporation, known to me personally/provided identification, to be such and upon their oath, they acknowledge the said Certificate of Incorporation to be the act and deed of the signers and the facts therein stated to be truly set forth.

WITNESS my hand and official seal at Dade County, said County and State, this 26th day of May, 2000.


Notary Public, State of Florida at Large

 Gertrude Verdela
My Commission CC829187
Expires April 22, 2003



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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

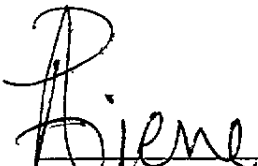
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATION THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: PLANET MIZIK, INC.

2. The name and address of the registered agent and office

is: Andre Dominique Pierre, 6301 Biscayne Boulevard, Suite 101, Miami, Florida 33138.

Having been named 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)

5/31/00
(Date)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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