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August 30, 2000

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

TO ALL CONCERNED:

Enclosed are the revised Articles of Incorporation for MUSIC CITY SOUTH ENTERTAINMENT, INC., which are to be filed in accordance with the Laws of the State of Florida.

I have enclosed a check in the amount of \$78.75 for filing fees, registered agent designation and a certified copy which is to be returned to me.

Thank you.

Sincerely,



Lionel McElwee
(888) 847-1338

Enclosures

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF**

MUSIC CITY SOUTH ENTERTAINMENT, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is Music City South Entertainment, Inc.

ARTICLE II - NATURE OF BUSINESS

The general nature of business to be transacted by this corporation shall be to manufacture, purchase, or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind, and description; except that is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, fraternal benefit society, cooperative association, state fair or exposition. The corporation may carry on any lawful business necessary or incidental to the attainment of the objectives of the corporation.

ARTICLE III - POWERS

The powers herein granted to the corporation shall not be construed as any limitation upon the powers of the corporation but shall be in addition to the powers conferred by law. The corporation shall have the power to do the following:

1. To invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment and to own or lease real or personal property necessary for or incidental to the rendering of professional services;
2. To sue and be sued and appear and defend all acts and proceedings in its corporate name to the same extent as a natural person;
3. To adopt and use a common corporate seal and alter the same;
4. To appoint such officers, agents and employees as its affairs shall require and allow them suitable compensation;
5. To make and enter into all contracts necessary and proper for the conduct of its business;
6. To purchase the corporate assets of any other corporation;
7. To take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it;

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8. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock or any bonds or other evidences of indebtedness created by any other corporation of this State or any other State or Government; while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock;
9. To purchase, hold, sell and transfer shares of its **own** capital stock, but it can not purchase any of its own capital stock except from the surplus of its assets over its liabilities, including capital. Share of its own capital stock owned by the corporation shall not be voted directly or indirectly or counted as outstanding stock for the purpose of any stockholders' quorum or vote;
10. To contract debts and borrow money at such rates of interest not to exceed the lawful interest rate and upon such terms as it or its Board of Directors may deem necessary or expedient and shall authorize or agree upon; issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness whether secured or unsecured, and execute such mortgages or other instruments of encumbrances upon its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the Board of Directors deem expedient. To transfer corporate property of every kind and nature belonging to the corporation, as security for the payment of any bonds, note, debts or other evidence of indebtedness of the corporation.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at anytime shall be 100 shares of common stock having a par value of TEN (\$10.00) Dollars.

The capital stock may be paid for in property, labor or services, at a just valuation to be fixed by the incorporations, or by the Directors at a meeting called for such purpose, or at the organizational meeting.

Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the Directors of tile company. Stock in other corporations or going businesses, may be purchased by the corporation. Return for the issuance of its capital stock and said purchase shall be on said basis and for such consideration and the issuance of so much of the capital stock as the Directors of the company may decide.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this corporation may begin business shall not be less than \$500.00.

ARTICLE VII – ADDRESS

The initial street address of the principal office of this corporation shall be 18459 Pines Boulevard, Suite 311, Pembroke Pines, Florida 33029.

ARTICLE VIII – DIRECTORS

This corporation shall have three (3) directors, initially. The number for directors may be increased or diminished from time to time, by by-laws adopted by the Stockholders, but shall never be less than one.

ARTICLE IX - INTIAL DIRECTORS

The names and street addresses of the members of the first Board of Directors are as follows:

NAME/ADDRESS:

Lionel McElwee, CEO/Chairman
18459 Pines Boulevard, Suite 311
Pembroke Pines, FL 33029

Willie Harvey, Jr., President/Co-Chairman
21840 SW 108 Court
Miami, FL 33170

Nancy F. Raymond, Secretary/Treasurer
3000 NW 166 Street

ARTICLE X - SUBSCRIBERS

The names and street addresses of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration therefore are as follows:

NAME	ADDRESS	STOCK SHARES
VRD Group, Inc.	18459 Pines Blvd, Suite 311 Pembroke Pines, FL 33029	49%
Music City South Entertainment, Inc.	18459 Pines Blvd, Suite 311 Pembroke Pines, FL 33029	31%
Lionel McElwee, CEO/Chairman	18459 Pines Blvd, Suite 311 Pembroke Pines, FL 33029	5%
Willie Harvey, Jr. President/Co-Chairman	21840 SW 108 Court Miami, FL 33170	10%
Nancy F. Raymond Secretary/Treasurer	3000 NW 166 Street Miami, FL 33054	1%
Tahir Palmore Officer	14125 SW 109 Place Miami, FL 33176	1%
Johnny Lee McKnight Officer	4328 Manhattan Beach Blvd #2 Lawndale, CA 90260	1%
Clayton C. Hill Officer	1240 NW 155 Lane, Apt 308 Opa-Locka, FL 33169	1%
Raynard Harrington Officer	14125 SW 109 Place Miami, FL 33176	1%

ARTICLE XI - OFFICERS

The names and street addresses of the officers of this corporation who shall hold office for the first year of the existence of the corporation and until their successors are elected or appointed and shall have qualified are as follows:

NAME/ADDRESS:

Tahir Palmore, Officer
14125 SW 109 Place
Miami, FL 33176

Clayton C. Hill, Officer
1240 NW 155 Lane, Apt 308
Opa-Locka, FL 33169

Raynard Harrington, Officer
14125 SW 109 Place
Miami, FL 33176

Johnny Lee McKnight, Officer
4328 Manhattan Beach Boulevard
Lawndale, CA 90260

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ARTICLE XII - REGISTERED AGENT

The registered agent of this corporation to accept service to process within this state shall be Nancy F. Raymond at 18459 Pines Boulevard, Suite 311, Pembroke Pines FL 33029.

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in a manner provided by law. Every amendment shall be approved by the Board of Directors, proposes by them to the Stockholders and approved at a Stockholders meeting by 75% of the voting capital stock, unless all the Directors and all Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

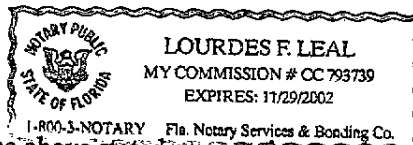
IN WITNESS WHEREOF, we have hereunto set our hands and seals this 31 day of Aug, 2000.

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 31 day of Aug 2000 by Lionel McElwee, who is personally known to me and who did take an oath.

Louderes F. Leal
NOTARY PUBLIC

My Commission Expires: 11/29/02



Having been named to accept service of process for the above stated corporation, at place designated in this certificates, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Nancy F. Raymond
REGISTERED AGENT