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Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.

Account Number : 071001002335

Phone : (305) 599-0839

Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

FREQUENCY ENTERTAINMENT GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McKnight, JAN 08 2001

**ARTICLES OF INCORPORATION
OF
FREQUENCY ENTERTAINMENT GROUP, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is **FREQUENCY ENTERTAINMENT GROUP, INC.**

ARTICLE TWO

The term of existence of the corporation is perpetual.

ARTICLE THREE

The purposes for which the corporation is organized are:

- . To engage in the business of entertainment and recording in any form, media or venue.
- . To engage in the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation has authority to issue is 1,000, all of which shall be common shares with par value of 1.00.

ARTICLE FIVE

The address of the initial Registered Office of the corporation is 1910-A NW 96th Avenue, Miami, FL 33172 and the name of the Registered Agent at such address is **ANDRE HERNANDEZ.**

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ARTICLE SIX

The business of the corporation shall be managed by the stockholders of the corporation rather than by a Board of Directors.

ARTICLE SEVEN

The name and address of the Incorporator is:

ANDRE HERNANDEZ
1910-A NW 96th Avenue, Miami, FL 33172

ARTICLE EIGHT

The principal office of this corporation shall be located at 1910-A NW 96th Avenue, Miami, FL 33172, with the corporation retaining the power to move its office to any other address in Florida.

ARTICLE NINE

This corporation shall be deemed to commence its existence upon filing of these Articles.

ARTICLE TEN

The name and address of the first officers of the corporation who shall hold office until the first meeting of shareholders elected and qualified or until their earlier resignation, removal from office, or death, are:

ANDRE HERNANDEZ, PRESIDENT
1910-A NW 96th Avenue, Miami, FL 33172

ANGEL APONTE, SECRETARY/TREASURER
1910-A NW 96th Avenue, Miami, FL 33172

IN WITNESS WHEREOF, I have subscribed my name this 5th day of January, 2001.

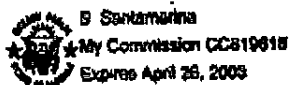

ANDRE HERNANDEZ
Incorporator

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 5th day of January, 2001,
ANDRE HERNANDEZ, who is personally known to me or who provided
Florida Driver's License as identification.


Name:
NOTARY PUBLIC

My Commission expires:



Prepared by: George M. Santamarina, P.A.
7175 S.W. 8th St., Suite 204
Miami, FL 33144
(305) 261-4683
Florida Bar No. 267961

**STATE OF FLORIDA
DEPARTMENT OF STATE**

The following is submitted in compliance with Chapter 48.091, Florida Statutes:

FREQUENCY ENTERTAINMENT GROUP, INC.

1910 A NW 96th Avenue, Miami, FL 33172

a corporation organized under the laws of the State of Florida, with its principal office located in the County of Dade, State of Florida, has named **ANDRE HERNANDEZ** located at the same above address, as its agent to accept service of process within this State.

OFFICERS:

ANDRE HERNANDEZ, PRESIDENT

910-A NW 96th Avenue, Miami, FL 33172

ANGEL APONTE, SECRETARY/TREASURER

1910-A NW 96th Avenue, Miami, FL 33172


Incorporator

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ACCEPTANCE:

I agree as Registered Agent to accept service of process: to keep office open during prescribed hours; to post my name (and any other officers of said corporation to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

DATED: 01/5, 2001.


ANDRE HERNANDEZ