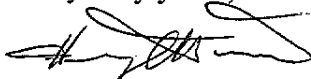


PO1000009643

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

Please find enclosed our check in the amount of \$122.50 to cover Incorporation and franchise fees for , Groove Culture, Inc.

Very truly yours,



George Moraitis
Registered agent for
Groove Culture, Inc..

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-01/24/01--01090--014
****122.50 *****78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 24 PM 3:02

GF 1/25/01

CERTIFICATE OF INCORPORATION

FOR

GROOVE CULTURE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 24 PM 3:02

We, the undersigned, hereby associate ourselves together for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the statutes of the said State of Florida.

Article I

The name of the corporation shall be , Groove Culture, Inc., and located at 4473 NW 167 St, Miami, Fl 33055.

Article II

The corporation shall have perpetual existence.

Article III

The general nature of business to be transacted by the corporation shall be . . . but not limited to ..Entertainment production & agency etc..

Article IV

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time, shall be 1000 shares @ \$1.00 par value.

Article V

The initial registered office of the Corporation shall be:

16919 NW 57th Ave

Miami, Fl 33055

and the initial registered agent of the corporation shall be George Moraitis..

Article VI

Pursuant to the authority of F.S. 607.111, the Corporation shall be managed by the stockholders, rather than a Board of Directors.

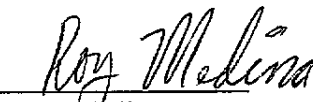
Article VII

The name of and street addresses of each incorporator to these Articles of Incorporation, are as follows:

Yul Medina	Roy Medina
14431 Cedar Court	14431 Cedar Court
Miami Lakes, Fl 33014	Miami Lakes, Fl 33014

In witness whereof, we have here unto set our hands and our seal this 19th day of January, A.D. 2001.


Yul Medina



Roy Medina

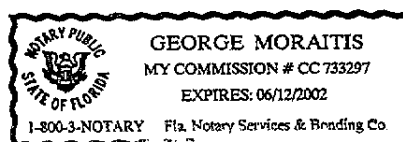
State of Florida:

County of Miami-Dade:

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgment, personally appeared: Yul Medina and Roy Medina to me well known to be the person described as Incorporator in and who executed the foregoing Articles of Incorporation, and he acknowledged before me, according to law, that he subscribed to those Articles of Incorporation.

Witness my hand and official seal, the county and state aforesaid, this 19th day of January, A.D. 2001.


George Moraitis
Notary Public- Florida at large



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

01 JAN 24 PM 3:02

Designation of Registered office and registered agent.

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First, , Groove Culture, Inc.

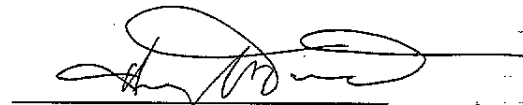
desiring to organize under the laws of the State of Florida, with its Registered office, as indicated in the Articles of Incorporation, has named George Moraitis located at 16919 NW 57th Ave, Miami, FL 33055 as its agent to accept service of process within said state.

This 19 th day of January , A.D. 2001.


Yul Medina

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

This 19 th day of January , A.D. 2001.


George Moraitis

Registered agent of
Groove Culture , Inc.