

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.**Underscore Music Group, Inc.**

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**ARTICLES OF INCORPORATION
OF
UNDERScore MUSIC GROUP, INC.**

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ARTICLE I - NAME AND ADDRESS

The name of this corporation is **UNDERScore MUSIC GROUP, INC.** (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 1521 Alton Road, Suite 101, Miami Beach, Florida 33139.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The existing shareholders (or, until such time as there shall be then existing shareholders, the incorporator) shall have the exclusive right to fix in every instance the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the shareholders, equivalent to or greater than the full par value of the shares.

Filed by: J. Gerstenfeld, Corp. Legal Asst.
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ARTICLE IV - INITIAL REGISTEREDOFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

<u>Name</u>	<u>Address</u>
Hal Isaacson	1521 Alton Road, # 101 Miami Beach, Florida 33139

ARTICLE V - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIALBOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be comprised of one person. The number of directors may be increased and thereafter either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The name and address of the sole member of the initial Board of Directors of the Corporation is:

<u>Name</u>	<u>Address</u>
Hal Isaacson	1521 Alton Road, # 101 Miami Beach, Florida 33139

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ARTICLE VIIINTERESTED DIRECTOR CONTRACTS

A director or officer of the Corporation shall not be disqualified by his directorship or office from dealing or contracting with the Corporation either as a vendor, purchaser or otherwise nor shall any transaction or contract of the Corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a shareholder, officer, or director is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either (1) by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer or director of a corporation so interested, or (2) by the written consent, or by the vote at any shareholders' meeting of the holders of record, of a majority of all of the outstanding shares of the Corporation entitled to vote, nor shall any director or officer be liable to account to the Corporation for any profits realized by or from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that such director, or any firm of which such director is a member or any corporation of which such director is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorization or approval of such contracts in any other manner permitted by law.

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ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

<u>Name</u>	<u>Address</u>
Hal Isaacson	1521 Alton Road, # 101 Miami Beach, Florida 33139

ARTICLE IX - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested exclusively in the shareholders of the Corporation and the Bylaws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

ARTICLE XI - AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or canceled by a vote of the shareholders to amend or repeal said Articles.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation this 22 day of March, 2001.


Hal Isaacson, Incorporator

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles
of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of
the Florida Statutes.


Hal Isaacson, Registered Agent

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