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11/5/01

**ARTICLES OF INCORPORATION
Of
GOOD NEWS MUSIC, INC.**

FILED

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The undersigned persons, acting as incorporators of a corporation organized under the laws of Florida, hereby adopts the following Articles of Incorporation:

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLE I
CORPORATE NAME**

The name of this corporation is GOOD NEWS MUSIC, INC.

**ARTICLE II
INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal office is 7335 SW 82nd Street, Unit #1, Miami Florida 33143. The corporation may maintain offices and/or transact business at other locations, either within or without the state of Florida.

**ARTICLE III
SHARES**

The Corporation is authorized to issue only one class of shares of stock, which shall be, designated Common Stock. The total number of shares, which the corporation shall have authority to issue, is 1,000 shares of no par value stock.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Bryan S. Kerr
Kerr & Kerr LLP
9924 SW 156 Ct.
Dade County
Miami, FL 33196

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA


Bryan S. Kerr, Partner
KERR & KERR LLP

10/31/01
Date

**ARTICLE V
PURPOSE**

The purpose of the corporation is to engage in all lawful business for which corporations may be incorporated under the laws of the state of Florida.

**ARTICLE VI
DURATION**

The duration of the corporation shall be perpetual.

**ARTICLE VII
OPERATING PROVISIONS**

The provisions for the operation, regulations, and management of the business and initial affairs of the corporation shall be as set forth in the bylaws, which may be amended from time to time by a majority vote of a quorum of the board of Directors.

**ARTICLE VIII
FISCAL YEAR**

The fiscal year of the corporation shall be from January 01 of each year to December 31 of each year.

**ARTICLE IX
DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

Neville H. Peter
7335 SW 82nd Street
Unit #1
Miami, Florida 33143

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After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE X
LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding because of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation fully permitted by law.

ARTICLE XI
OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

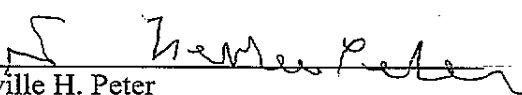
Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall

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notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Certification

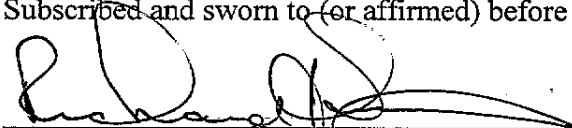
We, the undersigned, certify that we have read the above Articles of Incorporation and that they are true and correct to the best of our knowledge.


Neville H. Peter
7335 SW 82nd Street
Unit #1
Miami, Florida 33143

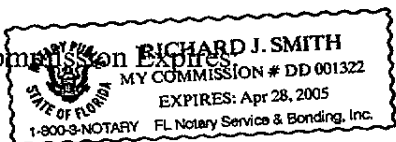
State of Florida,
County of Dade,

Before me, the undersigned authority, on this day personally appeared Neville H. Peter. This individual are known to me to be the persons described in, and whose names is subscribed to the foregoing document and who on oath stated to me that they executed the same for the purposes and consideration therein expressed.

Subscribed and sworn to (or affirmed) before me this 31st day of OCT, 2001.


Notary Public in and for the state of Florida

My Commission Expires



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