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SECRETARY OF STATE
TALLAHASSEE, FLORIDAFlorida Department of State
Division of Corporations
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To:Division of Corporations
Fax Number : (850) 205-0381**From:**Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696**FLORIDA PROFIT CORPORATION OR P.A.**

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**ARTICLES OF INCORPORATION
OF
CD DUPLICATIONS & CREATIONS, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, each a natural person competent to contract for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt(s) the following Articles of Incorporation for such corporation.

ARTICLE I - CORPORATE NAME

The name of this Corporation shall be:

CD DUPLICATIONS & CREATIONS, INC.

ARTICLE II - NATURE OF BUSINESS

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida. The Corporation may engage in every phase and aspect providing entertainment, distributions, and recordings.

ARTICLE III - AUTHORIZED CAPITAL STOCK

The amount of capital with which this Corporation is authorized to have outstanding at any time is one hundred (100) shares of Common Stock having a par value of One Hundred Dollars (\$100.00) per share.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business shall not be less than one hundred (\$100.00) dollars.

ARTICLE V - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI - INITIAL ADDRESS

The initial street address in this State of principal office of the Corporation shall be:

441 NW 109th Ave., Unit 1C
Miami, Florida 33172

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ARTICLE VII - DIRECTORS

1. The number of Directors of this Corporation shall be no less than (1).
2. The names and street addresses of each member of the first Board of Directors are as follows:

Armando Pena: P, VP, Sec, Treasurer 441 NW 109th Ave.
Unit 1C
Miami, Florida 33172

ARTICLE VIII - SUBSCRIBERS

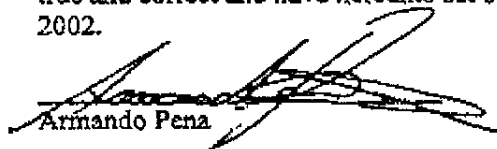
The names and street addresses of each person signing these Articles of Incorporation as a subscriber are as follows:

Armando Pena: P, VP, Sec, Treasurer 441 NW 109th Ave.
Unit 1C
Miami, Florida 33172

ARTICLE IX - REGISTERED AGENT

The street address of the initial Registered Office of this Corporation shall be:
441 NW 109th Ave., Unit 1C
Miami, Florida 33172

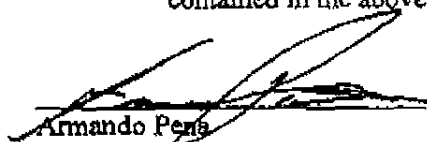
IN WITNESS WHEREOF, the undersigned subscribing incorporator does hereby make, subscribe, acknowledge and certify that the foregoing Articles of Incorporation are true and correct and have hereunto set our hands and seals this 18th day of November, 2002.


Armando Pena

TOTAL P.04

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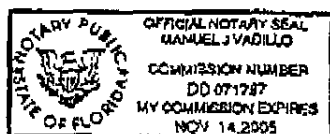
The Undersigned whose street address 441 NW 109th Ave., Unit 1C
Miami, Florida 33172 accepts the designation as Registered Agent as is
contained in the above articles.

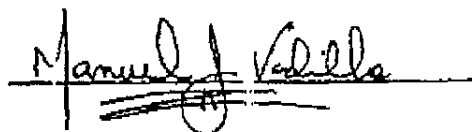

Armando Pena

State of Florida
County of Dade

BEFORE ME, this day personally appeared Armando Pena known to me to be the
person described in and who executed the foregoing Articles of Incorporation and
acknowledged before me that he executed same freely and voluntarily for the purposes
therein stated. He produced a Florida Driver's License as identification.

WITNESS my hand and official seal at Miami Dade County, Florida this 18th day
of November 2002.




Manuel J. Vazillo

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