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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. AF RECORDS, INC.
(Corporation Name) (Document #)
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AMENDMENTS	
<input type="checkbox"/>	Amendment
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<input type="checkbox"/>	Dissolution/Withdrawal
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OTHER FILINGS	
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**ARTICLES OF INCORPORATION
OF
AF RECORDS, INC.**

I, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

I

The name of the corporation shall be: AF RECORDS, INC.

II

The purposes and general nature of the business to be transacted by the corporation shall be as follows:

- A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which a part hereafter may be authorized by law.

- B. To engage in business as a record label company and to transact business in any other related service in the field.

III

The number of shares of stock that this corporation is authorized to have outstanding at any time is Five Hundred (500) shares of One Dollar (\$1.00) par value.

IV

The amount of capital with which this corporation shall begin business shall be Five Hundred and No/100 (\$500.00) Dollars.

V

The existence of this corporation shall be perpetual.

VI

The principal office of this corporation shall be at: 8661 SW 137 Avenue, Miami, Florida 33183.

VII

The Board of Directors of this corporation shall consist of not less than one (1) nor more than two (2) member(s).

The names and addresses of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the laws of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, are as follows:

NAME	ADDRESS	TITLE
Jose Arroliga, Jr.	8661 SW 137 Avenue Miami FL 33183	P/S
Eduardo Ayala	6205 SW 131 Court Miami, FL 33183	VP/T

VIII

The registered agent and the registered office for this corporation are: Jose Arroliga, Jr., 8661 SW 137 Avenue, Miami, FL 33183.

IX

The names and address of the subscriber to these articles of Incorporation, and the number of shares of stock each agrees to take, the total aggregate amount of which shall be the sum of Five Hundred and No/100 (\$500.00) Dollars, the amount of capital with which this corporation shall begin business are as follows:

NAME	ADDRESS	SHARE
Jose Arroliga, Jr.	8661 SW 137 Avenue Miami FL 33183	250
Eduardo Ayala	6205 SW 131 Court Miami, FL 33183	250

X

The officers of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

NAME	ADDRESS	TITLE
Jose Arroliga, Jr.	8661 SW 137 Avenue Miami FL 33183	P/S
Eduardo Ayala	6205 SW 131 Court Miami, FL 33183	VP/T

XI

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of three directors who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER, and such other office as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

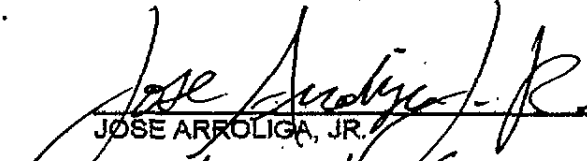

XII

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Article of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.


JOSE ARROLIGA, JR.

IN WITNESS WHEREOF, I have hereunto made, subscribed and acknowledged these articles of Incorporation.


JOSE ARROLIGA, JR.

EDUARDO AYALA

STATE OF FLORIDA)
COUNTY OF DADE)

I hereby certify that on this day personally appeared JOSE ARROLIGA, JR., and EDUARDO AYALA, to me well known to be the same described in and who executed these Articles of Incorporation, and acknowledged the articles to be the act and deed of the subscriber and that the facts set forth therein are true.

Produced Florida Drivers License No. _____ for
identification, or is Personally Known ✓

WITNESS my hand and seal at North Miami, Dade County, Florida, this 19th
day of MARCH, 2003.


NOTARY PUBLIC

