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Florida Department of State
Division of Corporations
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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

ALL MUSIC C.D.'S, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 19, 2003

EMPIRE CORPORATE KIT COMPANY

SUBJECT: ALL MUSIC C.D.'S, INC.
REF: W03000038741

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list the corporation's principal office and/or a mailing address in the document.

An effective date may be added to the Articles of Incorporation if a 2004 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6878.

Alan Crum
Document Specialist
New Filings Section

FAX Aud. #: H03000336018
Letter Number: 403A00067990

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

This instrument was prepared by:
Law S. Silver, Esq.
Florida Bar #221351
Silver & Silver
105 S. Miami Avenue, 2nd Floor
Miami, FL 33130

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ALL MUSIC C.D.'S, INC.**

THE UNDERSIGNED SUBSCRIBER (INCORPORATOR) to these Articles of Incorporation, desiring to organize a corporation for the purposes hereinafter stated, pursuant to the Laws of the State of Florida, hereby certifies as follows:

ARTICLE I - NAME

The name of this corporation is ALL MUSIC C.D.'S, INC..

ARTICLE II - DURATION

This corporation is to exist perpetually.

ARTICLE III - PURPOSE

This corporation may engage or transact in any or all lawful activities or business permitted under the Laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Five Hundred (500) shares of One (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds shall have the right to purchase his pro rata share thereof (as

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nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent is Ira S. Silver, 108 S. Miami Avenue, 2nd Floor, Miami, FL 33130.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The name and address of the initial directors of this corporation is:

JOSE RODRIGUEZ

c/o 108 S. Miami Avenue, 2nd Floor
Miami, FL 33130

ARTICLE VIII - INCORPORATORS

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

JOSE RODRIGUEZ

c/o 108 S. Miami Avenue, 2nd Floor
Miami, FL 33130

ARTICLES IX - POWERS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director to the full extent permitted by law.


ARTICLE XII - SHAREHOLDER AGREEMENT

The shareholders of this corporation may at any time from time to time enter into shareholder agreements not inconsistent with the powers of authority conferred by law, but including provisions which by law is required to be permitted to be set forth in the by-laws of the corporation.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereof, any right conferred upon the shareholders subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 15 day of December, 2003.



Jose Rodriguez

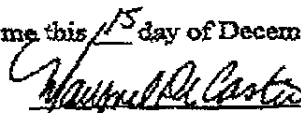
STATE OF FLORIDA

COUNTY OF

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I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Jose Rodriguez, to me well known to be the person who executed the foregoing Article of Incorporation, and acknowledged to me that the same was executed for the purposes herein stated.

SWORN TO AND SUBSCRIBED before me this 15 day of December, 2003.



NOTARY PUBLIC

My Commission Expires:

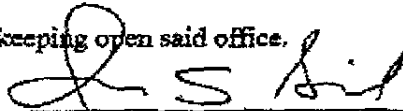


Maryol De Castro
My Commission DC970771
Expires November 13, 2004

TOTAL P.06

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named to accept services of process for the above styled corporation, at place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.


Ira S. Silver
REGISTERED AGENT

[corp\All Marie]

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