

Division of Corporations

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Florida Department of State  
Division of Corporations  
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From: Account Name : CARLTON FIELDS  
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01 DEC 10 PM 12:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

MSI MUSIC CORP.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43.75

Amended  
KRB  
12-10-01  
12/10/01

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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
MSI MUSIC CORP.

FILED  
01 DEC 10 PM 12:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, as President, of MSI Music Corp. d/b/a MSI of Miami Corporation (the "Corporation"), pursuant to the Florida Business Corporation Act, adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is MSI MUSIC CORP.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is:

16295 N.W. 13<sup>th</sup> Avenue, Unit B  
Miami, Florida 33169

ARTICLE III

AUTHORIZED SHARES

a. The Corporation is authorized to issue One Thousand (1,000) shares of common stock, \$1.00 par value, which class of stock entitles the holders thereof to enjoy all rights available to shareholders, including, without limitation, voting rights, pursuant to the Florida Business Corporation Act, and subject to the Bylaws of the Corporation (this class of stock shall hereinafter be referred to and designated as the "Voting Common Stock").

b. The Corporation is authorized to issue Nine Thousand (9,000) shares of common stock, \$1.00 par value, which class of stock shall be identical in all respects to Voting Common Stock except that, to the extent not otherwise prohibited by the Florida Business Corporation Act, the holders thereof shall not be entitled to vote with respect to any matters regarding the Corporation on which holders of Voting Common Stock shall otherwise be entitled to vote (this class of stock shall hereinafter be referred to and designated as "Non-Voting Common Stock").

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## ARTICLE IV

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 100 S.E. 2<sup>nd</sup> St., Suite 4000, Miami, FL 33131, and the name of the Corporation's registered agent at that address is Carlton Fields, P.A..

## ARTICLE V

INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The Corporation shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him or her in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of November 30, 2001.

  
Benjamin Colonos, President/Director

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for MSI Music Corp. in the foregoing Articles of Incorporation, I, Steven J. Bradie on behalf of Carlton Fields, P.A., hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

CARLTON FIELDS, P.A.

By:

Name:

Title:

Steven J. Bradie  
Steven J. Bradie  
Partner

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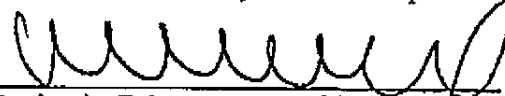
CERTIFICATE TO  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF MSI MUSIC CORP.,  
a Florida corporation

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act (the "Act"), MSI Music Corp. /k/a MSI of Miami Corporation (the "Corporation") submits this Certificate for filing and adopts the Amended and Restated Articles of Incorporation in the form attached hereto:

1. The name of the corporation is MSI MUSIC CORP.
2. The Amended and Restated Articles of Incorporation of the Corporation, a copy of which is attached hereto and incorporated herein, changing the Corporation's authorized capitalization, were adopted by the shareholders and board of directors of the Corporation on November 30 2001.
3. The Amended and Restated Articles of Incorporation of the Corporation were duly adopted and approved by means of a Unanimous Written Consent of all of the Corporation's shareholders and board of directors dated November 30 2001, pursuant to Sections 607.1003, 607.0704 and 607.0821 of the Act.

IN WITNESS WHEREOF, the undersigned has executed this Certificate to the Amended and Restated Articles of Incorporation as of November 30, 2001.

MSI MUSIC CORP., a Florida corporation

  
Benjamin Colonos, President/Director