

P95000004301

Ronald L. Miller

601 SOUTH OCEAN DRIVE
HOLLYWOOD, FLORIDA 33019
BROWARD (305) 922-9100
DADE (305) 940-9433

January 12, 1995

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Rockin Tunes, Inc.

Dear Sir/Madam:

Enclosed please find original and One (1) copy of Articles of Incorporation for ROCKIN TUNES, INC., along with my law office check in the amount of \$122.50, payable to Secretary of State regarding the filing fee and requested Certified copy of Articles of Incorporation.

Kindly have the certified copy of Articles of Incorporation for Rockin Tunes, Inc., mailed to my office at your earliest convenience.

Thank you in advance for your cooperation in this matter and should you have any questions at all, please do not hesitate to contact me.

Very truly yours,

RONALD L. MILLER, ESQ.

Ronald L. Miller
Ronald L. Miller

RLM:jm
encl.

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
ROCKIN TUNES, INC.

We, the undersigned, hereby associate for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of corporations for profit.

ARTICLE I

The name of the Corporation shall be:

ROCKIN TUNES, INC.

Its business shall be carried on in Florida and at such other points and places in the State of Florida and in the United States and foreign countries as may, from time to time, be authorized by the Board of Directors.

ARTICLE II

The general nature of the business to be transacted is as follows:

To engage in a business and to execute any and all the powers authorized and permitted by virtue of the Corporate laws of the State of Florida.

This corporation shall have all of the general powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers permitted to corporations for profit are hereby included.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized

to have outstanding at any time shall be TEN THOUSAND (10,000)
Shares at ONE (\$1.00) DOLLAR Par Value.

ARTICLE IV

The minimum capital requirements of this corporation shall be that
which is required by Florida Law.

ARTICLE V

This Corporation shall exist perpetually.

ARTICLE VI

The principal place of business of this Corporation shall be located
at 8761 North Lake Dasha Drive, Plantation, Broward County, Florida,
and it may have such other places of business, both within and without the
State of Florida and in foreign countries as may be necessary or convenient,
with its mailing address at: 8761 North Lake Dasha Drive, Plantation, Florida.

ARTICLE VII

The business of this Corporation shall be conducted by a Board
of Directors of not less than Two (2) Directors, the exact number of Directors
to be fixed by the By-Laws of this Corporation.

ARTICLE VIII

The names and Post Office addresses of the Board of Directors of this
Corporation, who shall hold office until the organization meeting of this
Corporation and until the successors are elected and have qualified are:

NAME

ADDRESS

Mark Perl

8761 North Lake Dasha Drive
Plantation, Florida 33324

JANICE PERL

8761 North Lake Dasha Drive
Plantation, Florida 33324

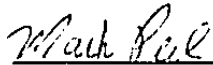
ARTICLE IX

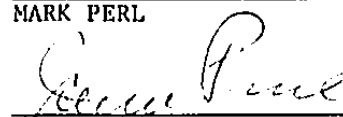
The names and Post Office addresses of the subscribers to these Articles of Incorporation and a statement of the number of shares of stock and percentage of ownership in the Corporation which they have agreed to take are as follows:

<u>NAME AND ADDRESS</u>	<u>NO. OF SHARES</u>	<u>OWNERSHIP PERCENTAGE</u>	<u>PAR VALUE</u>
MARK PERL 8761 North Lake Dasha Drive Plantation, Florida 33324	2,500	50%	\$1.00
JANICE PERL 8761 North Lake Dasha Drive Plantation, Florida	2,500	50%	\$1.00

The provisions of this Charter and each and every article and section hereof and the By-laws of this Corporation shall be considered a part of every contract and transaction to which this Corporation shall be a party. Every person, association and/or Corporation dealing with this Corporation is hereby charged with notice and knowledge of this Corporation.

IN WITNESS WHEREOF, we have hereunto set out hands and seals this
10 day of January, 1995.



MARK PERL


JANICE PERL

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared, MARK PERL and JANICE PERL, to me well known to be the persons described in and who executed and subscribed to the foregoing Articles of Incorporation and they acknowledged before me that they executed the same and subscribed to the same for the purposes therein expressed.

WITNESS my hand and seal at Hollywood, Broward County, Florida,
this 10th day of January, 1995.

NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES: April 24, 1995
BONDED THIRD NOTARY PUBLIC UNDERWRITTEN

NOTARY PUBLIC

THAT ROCKIN TUNES, INC., desiring to organize under the laws of the State of Florida with its principal offices as indicated in the Articles of Incorporation in Broward County, Florida has named Ronald L. Miller, Esq., located at 3440 Hollywood Boulevard, Suite 320, in the City of Hollywood, County of Broward and State of Florida as its agent to accept Service of Process within the State of Florida.

ACKNOWLEDGMENT

HAVING BEEN named to accept Service of Process for the above-styled Corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

Ronald L. Miller
Registered Agent