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February 6, 1995

Attn: Freida Chesser
Division of Corporations
409 East Gains Street
Tallahassee, Florida 32399

FILED
1995 FEB -7 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

✓ 100001402231
-02/09/95--01097--020
****122.50 ****122.50

RE: Filing of Articles of Inc. : **BRICKSTONE MUSIC & PUBLISHING, INC.**

Dear Ms. Chesser:

Enclosed by overnight mail to you are the Articles of Incorporation for **BRICKSTONE MUSIC & PUBLISHING, INC.**

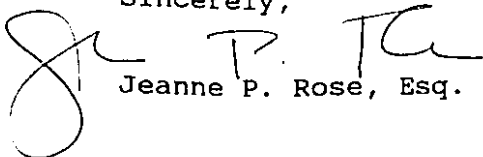
Please file these Articles on the date of receipt of same.

I have enclosed a check for \$122.50 payable to the Secretary of State, representing \$70.00 for the filing of the Articles and designation of Registered Agent, and \$52.50 representing the Certified Copy Fee.

I have enclosed a pre-addressed, pre-paid **Federal Express Airbill** for you to return the Certified Copy of the Articles to my office immediately upon filing.

Thank you for all your assistance with this matter, and please give me a call if you have any questions or need anything further in this regard.

Sincerely,


Jeanne P. Rose, Esq.

F. CHESSE FEB 7 1995

**ARTICLES OF INCORPORATION OF
BRICKSTONE MUSIC & PUBLISHING, INC.**

ARTICLE I - NAME

The name of this corporation is **BRICKSTONE MUSIC & PUBLISHING, INC.**

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be

**5681 Wind Drift Lane
Boca Raton, Florida 33433**

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock, at .001 (1 cent) par value, which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is **5681 Wind Drift Lane, Boca Raton, Florida 33433** and the name of the initial registered agent of this corporation at that address is **LESLIE-ANN CARMEN**.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have 1 (one) Director to hold office until the first annual meeting of stockholders and their successor(s) shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may either be increased or decreased from time to time in accordance with the By-laws of the Corporation. The names and addresses of the initial Directors are:

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LESLIE-ANN CARMEN
5681 Wind Drift Lane
Boca Raton, Florida 33433

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

LESLIE-ANN CARMEN
5681 Wind Drift Lane
Boca Raton, Florida 33433

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: February 6th, 1995.


LESLIE-ANN CARMEN
Incorporator

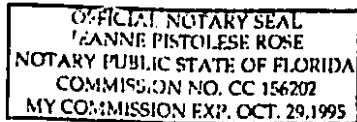
STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, a Notary

Public duly authorized in the State and County named above to take acknowledgments, personally appeared **LESLIE-ANN CARMEN**, to me personally known or who provided as identification the following 6th, to be the person described as the Incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS MY HAND AND OFFICIAL SEAL IN THE STATE AND COUNTY NAMED ABOVE THIS 6th DAY OF **FEBRUARY, 1995.**

MY COMMISSION EXPIRES:




NOTARY PUBLIC

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served:

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: February 6th, 1995.


LESLIE-ANN CARMEN

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