

Febr. 22, 1995

P95000015735

Department of State
Corporate Records/
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: INCORPORATION OF
FLAT LINE RECORDS, INC.

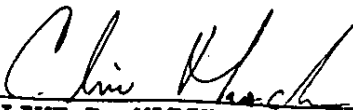
FILED
95 FEB 24 PM 7:57
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Incorporation
of **FLAT LINE RECORDS, INC.**

Also find enclosed a check made payable to the Secretary of State in
the amount of \$70.00 which includes the statutory filing fee. Your
assistance in establishing this corporation is appreciated.

Respectfully,



CLIVE B. MARCH
571 NE 177 St.
North Miami Beach, FL 33179

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*****70.00 *****70.00

ARTICLE OF INCORPORATION
OF
FLAT LINE RECORDS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the corporation is **FLAT LINE RECORDS, INC.**
The principal address of the corporation is: 571 NE 177 St., North
Miami Beach, Florida 33179.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the
transaction of any or all lawful business for which corporations may
be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have
authority to issue is **one hundred (100) of no par value.**

ARTICLE FIVE

The corporation will not commence business until it has received for
the issuance of shares consideration of the value of \$1,000.00
consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered office is 571 NE 177
St., North Miami Beach, Florida 33179, and the name of its initial
registered agent at such address is **CLIVE B. MARCH.**

I hereby am familiar with and accept the duties and responsibilities
as registered agent for said corporation.


CLIVE B. MARCH

ARTICLE SEVEN

The number of directors constituting the initial board of directors is two (2), and the name and address of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name	Mailing Address
CLIVE B. MARCH	571 NE 177 St., North Miami Beach, Fl 33179
JEFF CLARK	571 NE 177 St., North Miami Beach, Fl 33179

ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE

The name and address of each incorporator is:

Name	Mailing Address
CLIVE B. MARCH	571 NE 177 St., North Miami Beach, Fl 33179

(signed)


Incorporator

ARTICLE TEN

The powers of the incorporators cease upon filing of the Articles of Incorporation.

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CLIVE B. MARCH
JEFF CLARK
INCORPORATORS
STATE OF FLORIDA