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ARTICLES OF INCOMPORATION

OF

JAM FACTORY RECORDS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

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JAM FACTORY RECORDS, INC.

The address of the principal office of this corporation shall be 2720 Coral Way, Penthouse Suite, Miami, Florida 33145, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

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 III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

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ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Information Services, Inc.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Information Services, Inc. 1201 Hays Street Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Information Services, Inc., has hereunto set their hand and seal of Corporation Information Services, Inc., on March 8, 1995.

CORPORATION INFORMATION SERVICES, INC.

By: _______ Lize

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED

Corporation Information Services, Inc., a Florida corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION INFORMATION SERVICES, INC.

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By:_ Its Agent, Gail Shelby

LRD/jlm

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STATEMENT OF CHANGE OF REGISTERED OFFICE AND REGISTERED AGENT

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida,

1. The name of the corporation is: JAM FACTORY RECORDS, INC.

2.	The name and address of its present registered agent is:	SEC NSIC
	CORFORATION INFORMATION SERVICES, INC. 1201 Hays Street Tallahassee, Florida 32301	CRETARY OF HOLY OF CORPE
3.	The <u>name and street address</u> to which its registered agent is to be changed is: (P.O. BOX NOT ACCEPTABLE) DAVID M. STOLAR	STATE DRATIONS
	1350 KANE CONCOURSE	
	BAY HARBOR ISLANDS EL 33154	

4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.

5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

GUILLERMO MARTINEZ, V.P.	- Signature		
(Typend or printed name and title)	(President or Vice President)	······	
	Date 03/21/95		

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FUR-THER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE FROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA

Please Print/Type Name	DAVID M. STOLAR
Signature Awid M. S.	blar
Date03/21/95	gent)
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