

1000 N. W. 10th St.
Tallahassee, FL 32301
407/222-1975
407/222-1975 Fax

800-342-8686



P9500027652

ACCOUNT NO. : 0721000100

REFERENCE : 573148 4135A

AUTHORIZATION :

Patricia P. Pitt

COST LIMIT : • 20.00 122.50

ORDER DATE : April 6, 1995

ORDER TIME : 10:12 AM

200001450372

ORDER NO. : 573148

CUSTOMER NO: 4135A

CUSTOMER: Janet Perez, Legal Assistant
STEEL HECTOR & DAVIS

41st Floor
200 S. Biscayne Boulevard
Miami, FL 33131-2398

DOMESTIC FILING

NAME: FORESIGHT RECORDS/ MANAGEMENT,
INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sebrina Randolph

EXAMINER'S INITIALS:

T. BROWN APR - 7 1995

FILED
95 APR - 6 AM 7:44
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FORESIGHT RECORDS MANAGEMENT, INC.**

FILED
95 APR -6 AM 7:44
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is Foresight Records Management, Inc.
(hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 25,000 shares of Common Stock, par value \$.01 per share.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Board of Directors cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 9350 South Dixie Highway, Suite 900, Miami, Florida 33156, and the name of the initial registered agent of the Corporation at that address is Robert J. Puck.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of the Corporation and the mailing address is 9350 South Dixie Highway, Suite 900, Miami, Florida 33156.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The name and address of the initial director of the Corporation is as follows:

Andrew Blank
9350 South Dixie Highway
Suite 900
Miami, Florida 33156

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Robert J. Puck
9350 South Dixie Highway
Suite 900
Miami, Florida 33156

IN WITNESS WHEREOF, the undersigned Incorporator has executed these
Articles of Incorporation this 5 day of April, 1995.


Robert J. Puck
Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
95 APR -6 AM 7:45
TALLAHASSEE, FLORIDA

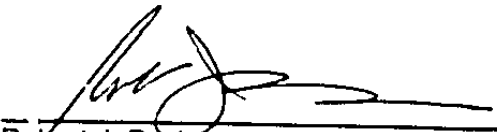
WITNESSETH:

That Foresight Records Management, Inc., desiring to organize under the laws of the State of Florida, has named Robert J. Puck, located at 9350 South Dixie Highway, Suite 900, Miami, Florida 33156, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 5 day of April, 1995.


Robert J. Puck,
Registered Agent