

ARTICLES OF INCORPORATION OF

INTERNATIONAL MUSIC DISTRIBUTORS, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

INTERNATIONAL MUSIC DISTRIBUTORS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

12721 S.W. 30 ST.
MIAMI, FLORIDA 33175

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 (One Hundred)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

JAIME MONSERRAT 12721 S.W. 30 St. MIAMI, FL. 33175

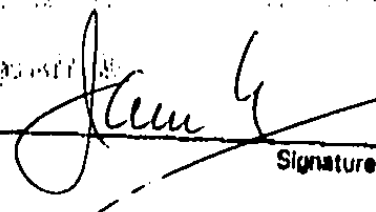
ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

JAIME MONSERRAT 12721 S.W. 30 ST. MIAMI, FL. 33175

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

1 day of MAY, 19 95.



Signature

Signature

Signature

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: INTERNATIONAL MUSIC DISTRIBUTORS, INC.

2. The name and address of the registered agent and office is:

JAIME MONSERRAT

(Name)

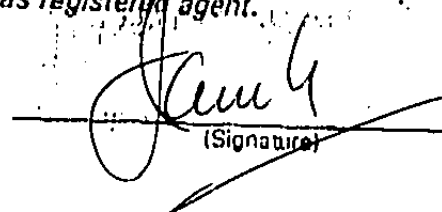
12721 S.W. 30 ST.

(P.O. Box not acceptable)

MIAMI, FLA. 33175

(City/State/Zip)

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 further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

FILED
MAR 26 1992
TALLAHASSEE, FLORIDA
SECRETARY OF STATE