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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Restated  
Articles*

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

*Bluxo Records Corporation*

100002398371--0

-01/13/98--01060--025

\*\*\*\*\*87.50 \*\*\*\*\*87.50

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AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input checked="" type="checkbox"/>	Resignation of R.A. Officer/Director
<input checked="" type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Acknowledgment
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DIVISION OF CORPORATION

Ordered By: \_\_\_\_\_

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*\*00789,00664,00615,00672*



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

RECEIVED  
JAN 22 PM 3:09  
DIVISION OF CORPORATION

January 13, 1998

UCC Filing & Search Services, Inc.  
526 East Park Avenue  
Tallahassee, FL 32301

SUBJECT: BLUXO RECORDS CORPORATION  
Ref. Number: P95000041523

*Connected*

We have received your document for BLUXO RECORDS CORPORATION and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan  
Corporate Specialist

Letter Number: 898A00002020

ARTICLES OF RESTATEMENT

OF

BLUXO RECORDS CORPORATION

FILED  
98 JAN 28 AM 9:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, BLUXO RECORDS CORPORATION (the "Corporation"), does hereby amend and restate its Articles of Incorporation which were initially filed on May 22, 1995. The Restated Articles of Incorporation were duly adopted by the Board of Directors of the Corporation.

1. The name of the Corporation is BLUXO RECORDS CORPORATION.
2. The text of the Restated Article of Incorporation of the Corporation, as amended hereby, is annexed hereto and made a part hereof.

CERTIFICATE

1. The annexed Restated Articles of Incorporation contain amendments to the Articles of Incorporation requiring shareholder approval.

2. The Articles of Incorporation are hereby deleted in their entirety and replaced by the Restated Articles of Incorporation as annexed hereto and made a part hereof.

3. The date of adoption by the shareholders of the Corporation of the Restated Articles was October 8, 1997.

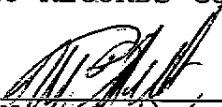
4. Only one voting group was entitled to vote on the Restated Articles.

5. The number of votes cast for the Restated Articles by such single voting group was sufficient for approval.

Executed on January 12, 1998

BLUXO RECORDS CORPORATION

By:

 CHAIRMAN  
Name: Bruce E. Shillet  
Title: CHAIRMAN OF  
THE BOARD

RESTATED ARTICLES OF INCORPORATION

OF

BLUXO RECORDS CORPORATION

1. The corporate name for the corporation is:

BLUXO RECORDS CORPORATION

2. The address, wherever located, of the principal office of the corporation, if known, is 1191 East Newport Center, Suite 101, Deerfield Beach, Florida 33442.

3. The total number of shares of capital stock which the Corporation shall have authority to issue is Twelve Million (12,000,000) shares, of which Ten Million (10,000,000) shares shall be Common Stock, \$.001 par value, and Two Million (2,000,000) shares shall be Preferred Stock, \$.001 par value.

The Preferred Stock may be issued from time to time in one or more series. The Board of Directors of the Corporation is hereby expressly authorized to provide, by resolution or resolutions duly adopted by it prior to issuance, for the creation of each such series and to fix the designation and the powers, preferences, rights, qualifications, limitations and restrictions relating to the shares of each such series. The authority of the Board of Directors with respect to each series of Preferred Stock shall include, but not be limited to, determining the following:

- (a) the designation of such series, the number of shares to constitute such series and the stated value if different from the par value thereof;

(b) whether the shares of such series shall have voting rights, in addition to any voting rights provided by law, and, if so, the terms of such voting rights, which may be general or limited;

(c) the dividends, if any, payable on such series, whether any such dividends shall be cumulative, and, if so, from what dates, the conditions and dates upon which such dividends shall be payable, and the preference or relation which such dividends shall bear to the dividends payable on any shares of stock of any other class or any other series of Preferred Stock;

(d) whether the shares of such series shall be subject to redemption by the Corporation, and, if so, the times, prices and other conditions of such redemption;

(e) the amount or amounts payable upon shares of such series upon, and the rights of the holders of such series in, the voluntary or involuntary liquidation, dissolution or winding up, or upon any distribution of the assets, of the Corporation;

(f) whether the shares of such series shall be subject to the operation of a retirement or sinking fund and, if so, the extent to and manner in which any such retirement or sinking fund shall be applied to the purchase or redemption of the shares of such series for retirement or other corporate purposes and the terms and provisions relating to the operation thereof;

(g) whether the shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or any other series of Preferred Stock or any other securities and, if so, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same, and any other terms and conditions of conversion or exchange;

(h) the limitations and restrictions, if any, to be effective while any shares of such series are outstanding upon the payment of dividends or the making of other distributions on, and upon the purchase, redemption or other acquisition by the Corporation of, the Common Stock or shares of stock of any other class or any other series of Preferred Stock;

(i) the conditions or restrictions, if any, upon the creation of indebtedness of the Corporation or upon the issue of any additional stock, including additional shares of such series or of any other series of Preferred Stock or of any other class; and

(j) any other powers, preferences and relative, participating, optional and other special rights, and any qualifications, limitations and restrictions, thereof.

The powers, preferences and relative, participating, optional and other special rights of each series of Preferred Stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding. All shares of any one series of Preferred Stock shall be identical in all respects with all other shares of such series,

except that shares of any one series issued at different times may differ as to the dates from which dividends thereof shall be cumulative.

4. The name and address of the registered agent is Joseph S. Puro, 1191 East Newport Center, Suite 101, Deerfield Beach, Florida 33442

5. The names and street addresses of the persons signing the Articles of Incorporation are Joseph S. Puro, 1191 East Newport Center, Suite 101, Deerfield Beach, Florida 33442, and Russell Reed Parker, 1191 East Newport Center, Suite 101, Deerfield Beach, Florida 33442.

6. The purposes for which the Corporation is organized, which shall include the authority of the Corporation to engage in any lawful business, are to have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

7. The duration of the corporation shall be perpetual.

8. The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, vote of shareholders or disinterested directors,



or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person. If the Florida Business Corporation Act is amended hereafter to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as so amended.

9. No director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, by a director, unless:

(a) The director breached or failed to perform his duties as a director; and

(b) The director's breach of, or failure to perform, those duties constitutes:

(i) A violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A judgement or other final adjudication against a director in any criminal proceeding for a violation of the criminal law estops that director from contesting the fact that his breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he had reasonable cause

to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful;

(ii) A transaction from which the director derived an improper personal benefit, either directly or indirectly;

(iii) A circumstance under which the liability provisions of Section 607.0834 are applicable;

(iv) In a proceeding by or in the right of the corporation to procure a judgement in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the corporation, or willful misconduct; or

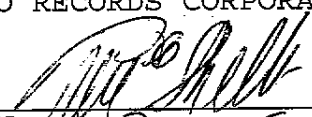
(v) In a proceeding by or in the right of someone other than the corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

10. Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on January 12, 1998

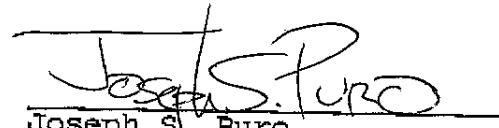
BLUXO RECORDS CORPORATION

By:

  
Name: Bruce E. Shillet  
Title: Chairman Board  
of Directors

## ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for BLUXO RECORDS CORPORATION.

  
Joseph S. Puro  
Registered Agent

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98 JAN 28 AM 9:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA