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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

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401 OCEAN DR

STATE OF FLORIDA

SUITE 312

409 EAST GAINES STREET

MIAMI BEACH FL 33139-0000

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: TOP ONE RECORDS INC.

FAX AUDIT NUMBER: H95000007327

CURRENT STATUS: REQUESTED

DATE REQUESTED: 06/30/1995

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**Articles of Incorporation
of
Top One Records Inc.**

Article I. Name

The name of this Florida corporation is:

Top One Records Inc.

Article II. Address

The mailing address of the Corporation is:

Top One Records Inc.
1150 NW 104th Street
Miami, FL 33150

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Article III. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Corporate Creations Enterprises, Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens, FL 33418

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach, FL 33139-6629
(305) 672-0686

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Mario R. Merida

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach, FL 33139-6629

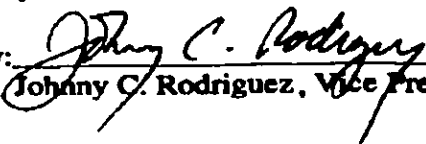
Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of June 30, 1995

The authorized representative of the incorporator executed these Articles of Incorporation on June 30, 1995

Corporate Creations International Inc.

By:


Johnny C. Rodriguez, Vice President

H95000007327

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach, FL 33139-6629
(305) 672-0686

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

CORPORATION:

Top One Records Inc.

REGISTERED AGENT:

Corporate Creations Enterprises, Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens, FL 33418

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Corporate Creations Enterprises, Inc.

By:

Johnny C. Rodriguez
Johnny C. Rodriguez, Vice President

Date: June 30, 1995

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Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach, FL 33139-6629
(305) 672-0886