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STATE OF FLORIDA SUITE 200
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((H96000001138)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MIAMI RICE, INC.
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TALLAHASSEE, FLORIDA

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96 JAN 24 AM 11:26

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JAN-24-1996 10:53



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 24, 1996

EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST STE 200
MIAMI, FL 33135

SUBJECT: MIAMI RICE, INC.
REF: W96000001796

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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Terri Buckley
Corporate Specialist

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P. 89
JAN 25 1996
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TALLAHASSEE, FLORIDA

NINA RICE, INC.
ARTICLES OF INCORPORATION

ARTICLE I
ORGANIZATION

NAME:

This Corporation, formed under the Florida for profit corporation law, shall be known as NINA RICE, INC., hereinafter referred to as "the Company".

OFFICES:

The principal offices of the corporation shall be located in the State of Florida at such place or places as the Board of Directors may, from time to time, designate. The initial mailing address shall be 3750 NW 28 Street, Northwest South River Drive, Room 311 Miami, Florida 33142.

ARTICLE II

PURPOSE

This Corporation is organized and shall operate principally for music promotion, creation, production and marketing. The corporation may also engage in any and all other activities as may be necessary, incidental or convenient to carry out the business of the corporation as contemplated by these Articles.

ARTICLE III

BOARD OF DIRECTORS

The Board of Directors is responsible for the direction and control of all matters pertaining to the Company. The Board of Directors

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shall select the Manager, who shall serve at the pleasure of the Board. The Manager shall work in conjunction with the other directors to establish personnel and management policies in accordance with applicable law and such policies as the Board may adopt.

MEMBERS OF THE BOARD OF DIRECTORS:

The affairs of the Company shall be managed by the Board of Directors. The affairs of the Company shall be initially managed by LOUIS BANATTY, Incorporator and sole Director.

ARTICLE IV

MEETING OF BOARD OF DIRECTORS

Every meeting of persons who are Directors of the corporation at which there is a quorum, as defined in the by-laws of the Corporation, shall be deemed to be a meeting of the Board of Directors and any action taken at such meeting shall be the action of the Board of Directors in so far as such action is authorized by law.

MINUTES:

Action taken at meetings of the Board of Directors shall be recorded in minutes. Such minutes need not distinguish between the different types of meetings in which action is taken.

TIME AND PLACE OF MEETINGS:

All meetings shall be held at such time and place within or out the State of Florida as may, from time to time, be fixed by the Board

of Directors or the President or the Secretary as may be provided in the by-laws of the corporation with appropriate notice as required by the by-laws.

REQUIREMENTS FOR VOTING:

Qualifications for those entitled to vote for the election of directors and for other matters requiring shareholder approval shall be defined in the by-laws of the Corporation.

ARTICLE V

OFFICERS

The following persons are elected to the offices set forth opposite their names to serve until their successors are elected and qualified or until their earlier death or resignation:

LOUIS BANATTY, President/Treasurer/Secretary

At the first meeting and at each annual meeting of the Board of Directors, the Board of Directors shall elect a President, a Secretary, a Treasurer.

ADVISOR:

The manager shall serve as advisor to the Board of Directors and shall maintain full consultative relationship with the Board of Directors and all Committees thereof.

FISCAL YEAR:

The Fiscal Year of the Corporation shall be January 1 through December 30 of each year.

ARTICLE VI

AMENDMENT OF ARTICLES OF INCORPORATION

The Articles of Incorporation of this Corporation may, in any particular, be repealed, and new Articles of Incorporation, not inconsistent with any provision of Law, may be adopted, either by the affirmative vote of two thirds of the voting members present at a duly-noticed annual or special meeting of the members at which a quorum is in attendance, or by the affirmative vote of two thirds of the Directors present at any regular or special meeting of the Board at which there is a quorum, provided however, that the Directors shall neither make or alter any article regarding their qualifications, classifications, or term of office, nor relating to the requirements of a quorum for any meeting of the members of the Corporation, and that at least ten days notice of such proposed amendment shall have been furnished to all of the Directors.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3750 NW 28th Street, Northwest South River Drive Room 311, Miami, Florida 33142, and the name of the initial registered agent of this corporation at that address is Louis Banatty.

CAPITAL STOCK

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The corporation shall have 1 director constituting the initial Board of Directors. The number of directors may either be increased or decreased from time to time by the by-laws. The name and address of the initial Board of Directors of the corporation is: LOUIS BANATTY, 3750 NW 28 STREET, NORTHWEST SOUTH RIVER DRIVE, ROOM 311, MIAMI, FLORIDA 33142.

INCORPORATOR

The name and address of the Incorporator signing these Articles is:
**LOUIS BANATTY, 3750 NW 28TH STREET, NORTHWEST SOUTH RIVER DRIVE,
 ROOM 311, MIAMI, FLORIDA 33142.**

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 22nd day of January, 1996.

LOUIS BANATY
Incorporator

STATE OF FLORIDA

COUNTY OF DADE

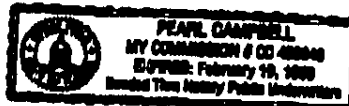
} SS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared LOUIS BANATTY, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above this 22nd day of January, 1996.

Pearl Campbell
 NOTARY PUBLIC
 State of Florida at Large

My commission expires:



**CERTIFICATE DESIGNATING REGISTERED AGENT AND
 PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
 PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
 UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that NINA RICE, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 3750 NW 28th Street, Northwest South River Drive, Room 311, Miami, Florida 33142 has named Louis Banatty, of

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3750 NW 28 Street, Northwest South River Drive, Room 311, Miami, Florida 33142, as its agent to accept service of process within Florida.

Louis Barnett
LOUIS BARNETT
Incorporator

Having been named to accept service of process for the above 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 performance of my duties.

FILED
JAN 25 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

44-38861-138

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RICHARD O. DANSON, L.L.M. • PICASSO TOWER • 2800 BISCAYNE BOULEVARD • SUITE 900 • MIAMI, FLORIDA 33137
TEL: (305) 573-7444 • FAX: (305) 573-7680

TOTAL P.15