



THE COMPANY CORPORATION

Three Christa Centre • 201 N. Walnut Street • Wilmington, Delaware 19801 • Telephone: (402) 575-0440 • Fax: (402) 575-1340

P96000023284

February 27, 1996

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-03/19/96--01080--008
*****70.00 *****70.00

RE: Gone Clear Music Distribution Inc.
P1001917GOCOM

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for Gone Clear Music Distribution Inc.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact me directly at 1-802-575-0440, ext.7003, with questions regarding the enclosed application.

Sincerely,

Bonnie J. Bennett

Bonnie J. Bennett
Corporate Service Representative

enc.

FILED
96 MAR 11 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SAB
3/15/96

ARTICLES OF INCORPORATION
OF
Gone Clear Music Distribution Inc.

FILED
96 MAR 11 AM 9:14
STATE
DELAWARE

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

FIRST: The name of the corporation shall be Gone Clear Music Distribution Inc.

SECOND: The address of the initial registered office of the corporation is Unit B13, 16155 SW 117th Ave., Miami FL 33177, County of Dade. The name of the registered agent located at said address is Augustus Clarke.

THIRD: The principal address of the corporation is 7425 SW 109 Terrace, Miami FL 33156.

FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FIFTH: The total authorized stock of this corporation is divided into 200 shares of no par value.

SIXTH: The number of directors constituting the initial board of directors is one, and the name(s) and address(es) who will serve as directors until the first annual meeting of shareholders or until their successors are as follows:

Augustus Clarke 7425 SW 109 Terrace, Miami FL 33156

SEVENTH: The duration of the corporation is perpetual.

EIGHT: This is Close Corporation.

NINTH: The name(s) and address(es) of the persons who are to act as incorporator(s) are as follows:

Bonnie J. Bennett c/o The Company Corporation
Three Christina Centre, 201 N. Walnut St., Wilmington DE 19801

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 27th day of February, 1996.

Bonnie J. Bennett

State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 27th day of February, 1996 by Bonnie J. Bennett

SUSAN M. GRIFFIN
NOTARY PUBLIC-DELAWARE
Appointed October 6, 1994
Term 2 Years

Susan M. Griffin
Notary Public

This document was prepared by Bonnie J. Bennett, Three Christina Centre, 201 N. Walnut Street, Wilmington DE 19801 (302) 575-0440

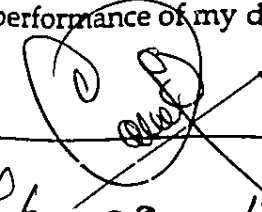
FILED
96 MAR 11 AM 9:15
STATE
FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON PROCESS MAY BE SERVED.**

In compliance with Section 43.091, Florida Statutes, the following is submitted:

First, this Gone Clear Music Distribution Inc.
desiring to organize under the laws of the State of Florida with its principal
place of business located in the city of Miami, State of
Florida, has named Augustus Clarke located at
UNIT B B 16155 SW 117th
AVENUE Miami FL 33177 as its agent for service of
process within Florida.

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.



Feb 21st 1996
Date