

George L. McCormick
Attorney at Law
721 First Avenue North
St. Petersburg, Florida 33701
(813) 894-6355

P96000027504

March 19, 1996

Secretary of State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RECEIVED
03/22/96 01002-017
****122.50 ****122.50

RE: Articles of Incorporation: MPA Music Publishing, Inc. & Three Wolves Records, Inc.

Dear Sir or Madam:

Kindly file the enclosed Articles of Incorporation and return the Certificates to the undersigned. Thank you for your assistance.

Very truly yours,



George L. McCormick

MAR 29 1996

BSB

FILED
96 MAR 22 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

MPA MUSIC PUBLISHING, INC.

ARTICLE I. CORPORATE NAME:

The name of the corporation shall be MPA MUSIC PUBLISHING, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS:

The corporation is authorized to engage in any and all lawful business activities as permitted under the laws of the State of Florida. The corporation shall exercise any and all powers granted by Florida law.

ARTICLE III. CAPITAL STOCK:

The maximum number of shares authorized to be issued or outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE:

The corporation shall exist perpetually, commencing upon filing of these Articles.

ARTICLE V. REGISTERED AGENT:

The registered agent for the corporation, and the registered principal office shall be as follows:

Paul G. McCormick
1448 Pelican Bay Trail
Winter Park, Florida 32792

The Directors may from time to time replace the registered agent or move the registered principal office to another address within the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS:

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the directors, but shall never be less than one.

ARTICLE VII. DIRECTOR:

Initially the following shall be the sole director and shareholder of the corporation:

Paul G. McCormick

FILED
96 MAR 22 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The person named as initial director shall hold the office for the first year of the existence of the corporation, or until such time as a successor is elected.

ARTICLE VIII. INCORPORATOR:

The name and address of the Incorporator is:

Paul G. McCormick
1448 Pelican Bay Trail
Winter Park, Florida 32792

ARTICLE IX. AMENDMENT:

These Articles of Incorporation may be amended from time to time in the manner provided by law. Any amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stockholders eligible to vote, unless all of the directors and stockholders sign a written statement manifesting their clear intention that such an amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF the undersigned, as Incorporator, has executed these Articles of Incorporation this March 6, 1996.


PAUL G. McCORMICK,
Incorporator

STATE OF FLORIDA)
COUNTY OF SEMINOLE)

BEFORE ME, the undersigned authority, personally appeared PAUL G. McCORMICK, known to me to be the person described above as Incorporator, and who executed the foregoing Articles of Incorporation this 6 day of March, 1996.


NOTARY PUBLIC SIGNATURE

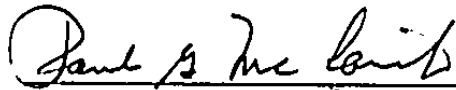
NOTARY PUBLIC NAME PRINTED OR STAMP

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ OFFICE**

Pursuant to the provisions of §607, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent / office:

1. The name of the corporation is: *MPA MUSIC PUBLISHING, INC.*
2. The name and address of the registered agent / office is:


Paul G. McCormick
1448 Pelican Bay Trail
Winter Park, Florida 32792



PAUL G. McCORMICK
President

FILED
96 MAR 22 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place above 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.



PAUL G. McCORMICK
March 6, 1996