

THE LAW OFFICES OF
JOHN BRADLEY AND ASSOCIATES, P.A.

700 SOUTH ANDREWS AVENUE, SUITE 200
FORT LAUDERDALE, FLORIDA 33416

JOHN F. BRADLEY

March 22, 1996

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

Re: **US1 Records, Inc.**
Articles of Incorporation

Dear Sirs,

Please find enclosed Articles of Incorporation for the above referenced matter together with a check in the amount of \$87.50 representing your fee. Please file the same at your earliest opportunity and return proof of filing to my office by the self-addressed stamped envelope enclosed.

If you have any questions please feel free to contact this office. Thanking you for your attention to this matter, I am

Sincerely yours,

JOHN BRADLEY AND ASSOCIATES, P.A.


John F. Bradley

JFB/td
Encl.

cc: US1 Records, Inc.

APR 15 1996

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

55 APR -8 PM 12:30

FILED

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(305) 523-6160

ARTICLES OF INCORPORATION

OF

US1 RECORDS, INC.

96 APR -8 PM 12:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator for the purpose of forming a for profit Corporation under the provisions of Chapter 607 of the Florida Statutes, hereby delivers the following Articles of Incorporation for said Corporation to the Department of State of the State of Florida.

ARTICLE I

NAME

The name of the Corporation is **US1 RECORDS, INC.** The address for the principal office of this corporation shall be 700 South Andrews Avenue, Suite 200, Fort Lauderdale, Florida 33316.

ARTICLE II

PURPOSE

The Corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one-thousand (1000) shares of common stock having no par value per share.

ARTICLE IV

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation shall be 700 South Andrews Avenue, Suite 200, Fort Lauderdale, Florida 33316 and the name of the registered agent of the Corporation at that address is John F. Bradley.

ARTICLE V

INCORPORATOR

The name and address of the Incorporator executing these Articles of Incorporation is:

John F. Bradley
700 South Andrews Avenue, Suite 200
Fort Lauderdale, FL 33316

ARTICLE VI

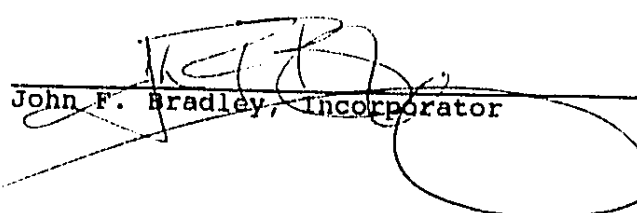
TERM OF EXISTENCE

This corporation is to exist perpetually.

**ARTICLE VII
SPECIAL PROVISION**

This corporation shall be organized to comply with the provisions of Subchapter of the Internal Revenue Code, 26 U.S.C. 1361 ET. SEQ., and shall take all actions necessary to obtain and maintain its status as an "S" Corporation as defined therein.

IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent has hereunto set his hand and seal this 26th day of March, 1996, for the purpose of forming this Corporation for profit under the laws of the State of Florida.


John F. Bradley, Incorporator

**STATE OF FLORIDA
COUNTY OF BROWARD**

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared John F. Bradley,

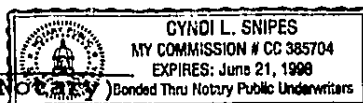
1. { X } to me personally known to be the person described herein and who executed the foregoing instrument, and acknowledged under oath that he executed the same.

OR

2. { } who produced identification in the form of _____ and acknowledged under oath before me that he executed the same.

WITNESS my hand and official seal in the County and State aforesaid this 21st day of March, 1996.

Cyndi L. Snipes
Notary Public



(Type/print Name of Notary) _____

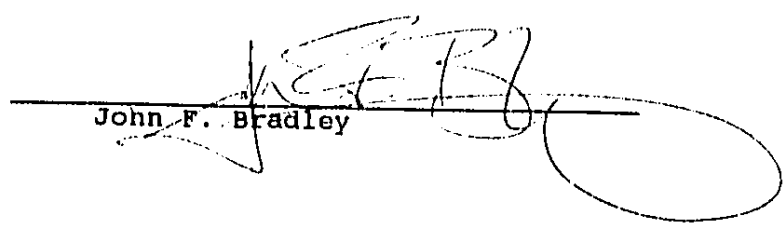
My Commission Expires:

6/21/98

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION**

FILED
96 APR -8 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

John F. Bradley, is an individual residing within the state and maintaining a business office identical with the registered office and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


John F. Bradley