

04/20/96 FAX 305 858-4777

ADORNO & ZEDER

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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET

FROM: ADORNO & ZEDER, P.A.
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((H96000005937))
OR P.A.

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

NAME: GYPSY CAB MUSIC, INC.
FAX AUDIT NUMBER: H96000005937
DATE REQUESTED: 04/26/1996
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
GYPSY CAB MUSIC, INC.

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the provisions of Chapter 607 Florida Statutes:

ARTICLE I. - NAME

The name of this corporation is Gypsy Cab Music, Inc. (the "Corporation").

ARTICLE II. - ADDRESS

The principal business address and mailing address of the Corporation is:

c/o Steven M. Kwartin, Esq.
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

ARTICLE III. - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of Common Stock having a par value of \$0.01 per share.

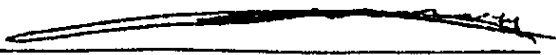
ARTICLE IV. - INITIAL REGISTERED
OFFICE AND AGENT

The initial registered office of this Corporation shall be at 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133 and the initial registered agent of this Corporation at such office shall be Steven M. Kwartin, Esq.

ARTICLE V. - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is Steven M. Kwartin, Esq., 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on April 12, 1996.


Steven M. Kwartin, Esq.,
Incorporator

This instrument prepared by:
Justin T. Wilson
2601 S. Bayshore Drive - #1600
Miami, Florida 33133
(305) 858-5555

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

1. The name of the Corporation is:

Gypsy Cab Music, Inc.

2. The name and address of the registered agent and the registered office is: Steven M. Kwartin, Esq., 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133.

Pursuant to Section 607.0501, Florida Statutes, the undersigned has been named to act as the registered agent of Gypsy Cab Music, Inc., at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with Section 607.0505, Florida Statutes, relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Date: April 12, 1996

Steven M. Kwartin, Esq.
Registered Agent

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TALLAHASSEE, FLORIDA

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