



THE COMPANY CORPORATION

Three Christon Centre • 201 N. Walnut Street • Wilmington, Delaware 19801 • Telephone (302) 575-0440 • Fax (302) 575-1346

May 9, 1996

P96000042561

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

100001845731
-05/31/96--01034--007
*****70.00 *****70.00

RE: Avatar Records Inc.
P3316679AVGON

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 Avatar Records 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 1-302-575-0440, ext.7003, with questions regarding the enclosed application.

Sincerely,

Dawn M. Showell

Dawn Showell
Corporate Service Representative

enc.

FILED
96 MAY 17 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles
Sp 5/17/96

ARTICLES OF INCORPORATION
OF

Avatar Records Inc.

FILED

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

FIRST: The name of the corporation shall be Avatar Records Inc.

SECOND: The address of the initial registered office of the corporation is 200 - A John Knox Road, Tallahassee FL 32303-6643, County of Leon. The name of the registered agent located at said address is Larry Wolfe.

THIRD: The principal address of the corporation is 7930 NW 36th St., #23 Ste 257; Miami FL 33166.

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 100 share at 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 director(s) until the first annual meeting of shareholders or until their successors are as follows:

Miguel Gonzalez 7930 NW 36th St., #23 Ste 257; Miami FL 33166

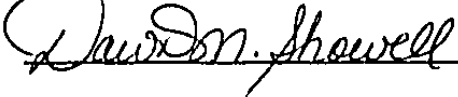
SEVENTH: The duration of the corporation is perpetual.

EIGHT: This is a Close Corporation.

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

Dawn M. Showell 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 9th day of May, 1996.



State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 9th day of May, 1996 by Dawn M. Showell.

SUSAN M. GRIFFIN

NOTARY PUBLIC-DELAWARE

Appointed October 6, 1994

Term 2 Years

Notary Public


This document was prepared by Dawn M. Showell, Three Christina Centre, 201 N. Walnut Street, Wilmington DE 19801 (302) 575-0440

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 607.1507, Florida Statutes, the following is submitted:

First, this Avatar Records 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 Larry Wolfe
located at 200 - A John Knox Road, Tallahassee FL 32303-6643 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.


Larry Wolfe

5/9/96
Date

FILED
MAY 17 1996
TALLAHASSEE, FLORIDA
SECRETARY OF STATE