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TO: DIVISION OF CORPORATIONS
RA DEPARTMENT OF STATE
STATE OF FLORIDA
409 EASTPER GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135- 000
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H96000007066))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SERIOUS MUSIC GROOVE, INC.

FAX AUDIT NUMBER:	H96000007066	CURRENT STATUS:	REQUESTED
DATE REQUESTED:	05/20/1996	TIME REQUESTED:	10:10:31
CERTIFIED COPIES:	1	CERTIFICATE OF STATUS:	0
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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
SERIOUS MUSIC GROOVE, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the state of Florida.

ARTICLE I

The name of the corporation is SERIOUS MUSIC GROOVE, INC.

ARTICLE II
DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence as of filing of the Articles of Incorporation.

ARTICLE III

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV
CAPITAL STOCK

The corporation is organised to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorised to have outstanding is 100 shares of common stock at $1.00 par value per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities.

PREPARED by COLIN ROBINSON
ROBINSON & COMPANY
17645 NW 27TH AVE, MIAMI, FL 33056
(305) 621-7555

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ARTICLE V

The name of the initial registered agent of this corporation is JENNIFER JONES state address of the initial registered office of the corporation in the state of Florida is 8340 SW 3RD CT. APT. #205, PEMBROKE PINES, FLORIDA 33025.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The corporation shall have three (3) initial directors. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street address of the initial Director is:

JENNIFER JONES	8340 SW 3RD CT., APT. #205 PEMBROKE PINES, FL. 33025
BRIAN BARTHOLOMEW	8888 BENNING DRIVE, APT. #251 HOUSTON, TX 77071
LENVAL JARRETT	298 ST. MARKS AVENUE, APT. #2 BROOKLYN, NY 11238

ARTICLE VII
INCORPORATION

The name and address of the incorporator of these articles of Incorporation is JENNIFER JONES, 8340 SW 3RD COURT, #205, PEMBROKE PINES, FLORIDA 33025.

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise.

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ARTICLE X
AMENDMENT

This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, the 17 day of May 1996.

JENNIFER JONES

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STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgement in the State and County set forth above, personally appeared JENNIFER JONES known to me and known by me to be the person who executed the foregoing Article of Incorporation, and he acknowledged before me that he executed these Article of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid, this 17 day of May 1996.

"OFFICIAL SEAL"
Colin O. Robinson
My Commission Expires [illegible]
Commission #CC [illegible]

NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

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CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes the following is submitted:

FIRST that SERIOUS MUSIC GROOVE, INC. desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 8340 SW 3RD COURT, APT. #205, PEMBROKE PINES, FLORIDA 33028, has named JENNIFER JONES of 8340 SW 3RD COURT, APT #205, PEMBROKE PINES, FLORIDA, 33025, as its agent to accept service of process within Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Dated this 17 day of May, 1996.

BY: [signature]
JENNIFER JONES
Registered Agent

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(((H97000013578 4)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: SERIOUS MUSIC GROOVE, INC.
AUDIT NUMBER......H97000013578
DOC TYPE..........BASIC AMENDMENT
CERT. OF STATUS..0
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TALLAHASSEE, FLORIDA

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Amend

8/19

AUG-18-1997 15:52 EMPIRE CORPORATE KIT P.01/04

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

H97000013578

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97 AUG 18 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SERIOUS MUSIC GROOVE, INC.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

WE HEREBY AMEND ARTICLE VI IN ORDER TO REDUSE THE BOARD OF DIRECTORS TO (2) THE NAME AND ADDRESS OF THE DIRECTOR THAT HAS RESIGNED IS:

LENVAL JARRETT

298 ST. MARKS AVENUE, APT. #2
BROOKLYN, NY 11238

COLIN ROBINSON
ROBINSON & co
17645 NW 27th AVE.
MIAMI, FL. 33056
(305)621-7565

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SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: AUG. 15th 1997.

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FOURTH: Adoption of Amendment(s) (CHECK ONE)

- [x] The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

- [ ] The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by ______________________________."
voting group

- [ ] The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

- [ ] The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 18th of August, 19 97.

Signature ______________________________
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

JENNIFER JONES
Typed or printed name

PRESIDENT
Title

H97000013578