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CHERN AND SEVIN

ATTORNEYS AT LAW

2880 DOUGLAS ROAD, SUITE 300 - A

CORAL GABLES, FLORIDA 33104

NORMAN M. SEVIN, P.A.

OF COUNSEL

MARSHALL M. CHERN

(FORMER PARTNER)

FILED

96 MAY 28 PM 2:44

TELEPHONE 413-3343  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 23, 1996

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

TELEPHONE 413-3343  
413-3343  
413-3343  
413-3343

RE: MASCOT MUSIC GROUP, INC.

Gentlemen:

Enclosed please find the Articles of Incorporation, for MASCOT MUSIC GROUP, INC., in an original and duplicate copy, together with a Certificate of Resident Agent and our firms's check in the amount of \$122.50.

Please return to us a certified copy of the Articles of Incorporation, after it has been filed, in the enclosed stamped envelope.

Sincerely,

CHERN AND SEVIN

BY

Norman M. Sevin  
NORMAN M. SEVIN

NMS/rjl

Encl.

PH  
6/1/96

**FILED**

96 MAY 28 PM 2:44

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
MASCOT MUSIC GROUP, INC.**

The undersigned, in order to form a corporation for the purposes hereinafter stated, by and under the provisions of the Statutes of the State of Florida, do hereby subscribe to these Articles of Incorporation.

**ARTICLE I**

The name of the corporation shall be:

**MASCOT MUSIC GROUP, INC.**

The business of the corporation shall be carried on in Coral Gables, Dade County, Florida, and at such other place or places in the State of Florida, and in the United States of America and foreign countries as may from time to time be authorized by the Board of Directors. The principal office of the corporation, or the mailing address of the corporation shall be as follows:

2550 Douglas Road  
Suite #300-A  
Coral Gables, Florida 33134

**ARTICLE II**

The general nature of the business to be transacted by the corporation shall be as follows:

(a) To engage in any lawful business or commercial activity in the United States of America, its territories and possessions, and in any country or location in the world, including but not limited to the right to act as a partner, joint venturer, agent, representative or otherwise, with any other entity for any lawful purposes.

(b) To purchase, sell, lease, operate, own, hold, transfer, convey, mortgage, or otherwise encumber, trade, exchange and generally deal in real estate and personal property of every kind, nature and description wheresoever located, both tangible and intangible, and including choses in action, either as owner, broker, agent or factor. To engage in any lawful activity and to institute, participate in and promote commercial, mercantile, financial and industrial enterprises and operations.

(c) In the purchase or acquisition of property, business rights or franchises, or for additional working capital, or for any other objective in or about its business affairs and without limit as to amount: to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidences of indebtedness, whether secured by mortgage, pledge, deed of trust or otherwise. The corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.

(d) Any stock issued by this corporation may qualify under Section 1244 of the Internal Revenue Code of 1954, and as same may be amended.

(e) This corporation shall have all of the general powers together with all additional and specific powers granted by the Laws of the State of Florida, as well as implied powers, in carrying out the foregoing express powers.

(f) The foregoing clauses shall be construed both as objects and as powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; but it is hereby expressly declared that all other lawful powers not inconsistent therewith are hereby included.

### ARTICLE III

The corporation shall begin business having at least such minimum amount of capital as required by the applicable Florida Statutes, and shall have perpetual existence.

### ARTICLE IV

The corporation is authorized to issue 5,000 shares of \$1.00 par value common stock.

#### ARTICLE V

The street address of the initial registered office of this corporation is 2550 Douglas Road, Suite #300-A, Coral Gables, Florida 33134, and the initial registered agent of this corporation at that address is Norman M. Sevin.

#### ARTICLE VI

The business of this corporation shall be conducted by a Board of Directors consisting of one or more Directors. The exact number of Directors may be fixed by the By-Laws of this corporation. The names and street addresses of the first Board of Directors of this corporation who shall hold office until the organization meeting of this corporation and until their successors are elected or appointed and have qualified, are as follows:

Rebecca J. Leonard	2550 Douglas Road Suite #300-A Coral Gables, Florida 33134
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#### ARTICLE VII

The name and street address of the Officers of this corporation, who shall hold office until the organization meeting of the corporation and until their successors are duly elected and have qualified, are as follows:

President:	Rebecca J. Leonard	2550 Douglas Road Suite #300-A Coral Gables, Florida 33134
Secretary:	Rebecca J. Leonard	2550 Douglas Road Suite #300-A Coral Gables, Florida 33134
Treasurer:	Rebecca J. Leonard	2550 Douglas Road Suite #300-A Coral Gables, Florida 33134

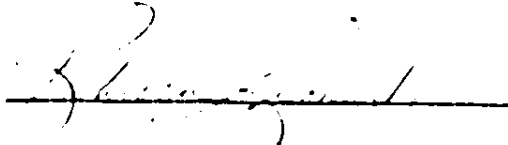
**ARTICLE VIII**

The name and street address of each incorporator or subscriber to these Articles of Corporation, is as follows:

Name	Address
Rebecca J. Leonard	2550 Douglas Road Suite #300-A Coral Gables, Florida 33134

The capital stock may be paid for in property, labor or services (including labor and services to be performed in the future) at a just valuation to be fixed by the incorporator(s) or by the Director(s) at a meeting called for such a purpose or at the organization meeting. All of the aforesaid stock is to be issued as fully paid for and exempt from assessment.

IN WITNESS WHEREOF, the undersigned has caused there presents to be executed this 23rd day of July, 1996.



STATE OF FLORIDA

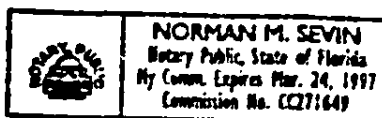
COUNTY OF DADE

Personally appeared this day before me, the undersigned authority, Rebecca J. Leonard, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed.

Witness my hand and official seal, this 23rd day of July, 1996.

  
NOTARY PUBLIC

My commission expires:



FILED

CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

RECEIVED  
JAN 28 1954  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted, in compliance with said Act:

First - That MASCOT MUSIC GROUP, INC. desiring to organize  
under the laws of the State of Florida with its principal office,  
as indicated in the Articles of Incorporation at the City of Coral  
Gables, County of Dade, State of Florida has named NORMAN M.  
SEVIN, located at 2550 Douglas Road, Suite 300A, City of Coral  
Gables, County of Dade, State of Florida, as its agent to accept  
service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above  
stated corporation, at place designated in this certificate, I  
hereby accept to act in this capacity, and agree to comply with the  
provision of said Act relative to keeping open said office.

BY: \_\_\_\_\_

(RESIDENT AGENT)