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HAROLD M. LIGHTMAN, M.B.A  
FINANCIAL CONSULTANT

96 SEP 27 12:01  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SECRETARY OF STATE  
CORPORATION RECORDS BUREAU  
DEPARTMENT OF STATE  
P.O. BOX 6327  
TALLAHASSEE, FL 32314

900001959449  
-09/30/96--01019--017  
\*\*\*\*122.50 \*\*\*\*122.50

TO WHOM IT MAY CONCERN;

PLEASE SEE ENCLOSED ORIGINAL AND COPY OF ARTICLES OF  
INCORPORATION FOR RHYTHM TRACK AUTO SOUND MUSIC & PROMOTION,  
INC.

ALSO, PLEASE SEE ENCLOSED CHECK IN THE AMOUNT OF \$70.00  
TO COVER COSTS OF INCORPORATION FEES OF SAID CORPORATION.

IF THERE ARE ANY QUESTIONS REGARDING THIS CORPORATION PLEASE  
CALL THE NUMBER LISTED BELOW.

THANK YOU.

SINCERELY,



HAROLD M. LIGHTMAN  
FINANCIAL CONSULTANT

HML/cat

F. O. W. C. S. E. R. A. OCT 1 1996

5019 Whispering Hollow, Palm Beach Gardens, FL. 33418  
Office 407-627-3089 Fax 407-627-1821

ARTICLES OF INCORPORATION  
OF  
RHYTHM TRACK AUTO SOUND MUSIC & PROMOTION, INC.

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ARTICLE I

NAME

The name of this corporation shall be RHYTHM TRACK AUTO SOUND MUSIC & PROMOTION, INC.

The corporation's mailing address shall be:  
1113 48th Street Unit 4  
Mangonia Park, Florida 33407

ARTICLE II

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of conducting any and all lawful business pertaining to entertainment..

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock. This class of stock shall have unlimited voting rights and be entitled to receive the net assets of the corporation upon its dissolution.

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TALLAHASSEE, FLORIDA

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial Registered Office of this corporation shall be 1113 48th Street, Unit 4, Mangonia Park, Florida 33407 and the mailing address shall be the same, 1113 48th Street, Unit 4, Mangonia Park, Florida 33407. The name of the initial Registered Agent of this corporation shall be Elreado S. Telfer and his address is 4004 Shelly Road South, West Palm Beach, Florida 33407.

ARTICLE VI

DIRECTORS

Pursuant of Florida Statutes, Section 607.0801, this corporation shall have no board of directors. The affairs of this corporation shall be managed by its shareholders.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is:

HAROLD M. LIGHTMAN  
5019 Whispering Hollow  
Palm Beach Gardens, FL 33418

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify any officer, or any former officer, to the full extent permitted by law.

ARTICLE IX

COMMENCEMENT OF CORPORATE EXISTENCE

This corporation's existence shall commence upon the filing of these Articles of Incorporation with the Secretary of State.

ARTICLE X

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a shareholders' meeting by at least a majority of the stock entitled to vote, unless all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

In Witness Whereof, the undersigned incorporator has executed these Articles Of Incorporation this 26 day of September, 1996.

[Signature]  
HAROLD M. LIGHTMAN, Incorporator


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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA:  
COUNTY OF PALM BEACH:

The foregoing Articles of Incorporation were acknowledged before me this 26 day of September, 1996.

Cheryl A. Thomas  
NOTARY PUBLIC, State of Florida at Large

My Commission expires:

 **CHERYL A. THOMAS**  
COMMISSION # CC 503102  
EXPIRES OCT 18, 1999  
BONDED THROUGH  
ANTIC BONDING CO., INC.

CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for this corporation at the Registered Office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation this 26 day of September, 1996.

[Signature]  
Elreado S. [Signature]  
Registered Agent