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PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 126273 4728618

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 21, 1996

ORDER TIME : 9:42 AM

EFFECTIVE DATE

10.17.96

ORDER NO. : 126273-005

CUSTOMER NO: 4728618

FILED
10/21/96-101042-014
***122.50 ***122.50

CUSTOMER: Louis V. Vendittelli, Esq
SIMMONS HART & SHEEHE
One Biscayne Tower, Suite 1684
2 South Biscayne Boulevard
Miami, FL 33131

DOMESTIC FILING

NAME: SOBE MUSIC FEST, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS:

KR
10.21.96

FILED
56 OCT 21 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
56 OCT 21 AM 11:09
OFFICE OF CORPORATION

ARTICLES OF INCORPORATION
OF
SOBE MUSIC FEST, INC.

EFFECTIVE DATE
10.17.96

FILED
96 OCT 21 PM 1:15
TREASURY

ARTICLE I - NAME

The name and mailing address of this Corporation is SoBe Music Fest, Inc., 1166 N.W. 82nd Avenue, Miami, Florida 33125.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on October 17, 1996.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of stock (.01 cents) par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent is Sheehe & Vendittelli, P.A., One Biscayne Tower - Suite 1684, 2 South Biscayne Boulevard, Miami, Florida 33131.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have four (4) Directors initially. The number of Directors may be increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Director of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Jeffroy J. Fletcher	1666 N.W. 82nd Avenue Miami, Florida 33125
Barry Gibbons	1666 N.W. 82nd Avenue Miami, Florida 33125
Ann S. Lieff	1666 N.W. 82nd Avenue Miami, Florida 33125
Lawrence O. Turner, Jr.	404 Washington Avenue Suite 600 Miami Beach, Florida 33139

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is Louis V. Vendittelli, Esq., Simmons, Hart & Sheehe, One South Biscayne Boulevard, Suite 1684, 2 South Biscayne Boulevard, Miami, Florida 33131.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation this 18th day of October, 1996.

Louis V. Vendittelli
Louis V. Vendittelli, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE
ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY
AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH
THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
DISCHARGE OF ITS DUTIES.

DATED THIS 18th DAY OF October, 1996.

SHEEHE & VENDITTELLI, P.A.

By: Louis V. Vendittelli
LOUIS V. VENDITTELLI, ESQ.
for Sheehe & Vendittelli, P.A.
(Registered Agent)

(Corporate Seal)

STATE OF FLORIDA)
)
COUNTY OF DADE)

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Louis V. Vendittelli, Esq., who is personally known to me and known by me to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of SoBe Music Fest Inc., and he acknowledged before me that he executed those Articles of Incorporation and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hands and affixed my official seal, in the State and County aforesaid, this 18 day of October, 1996.

Debra M. Leder
Notary Public, State of Florida
at Large

My Commission Expires:

Debra M. Leder
Printed name of Notary Public

