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OCT 22 1996

EMPIRE CORPORATE KIT

P. 2/07

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FLORIDA DIVISION OF CORPORATIONS

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TALLAHASSEE, FLORIDA

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAMR: SOUNDS MANAGEMENT, INC.
AUDIT NUMBER.....H96000014779
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 22, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: SOUNDS MANAGEMENT, INC.
REF: W96000022403

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6678.

Terri Buckley
Corporate Specialist

FAX Aud. #: H96000014779
Letter Number: 496A00048545

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EMPIRE CORPORATE KIT

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ARTICLES OF INCORPORATION

OF

SOUNDS MANAGEMENT, INC.

ARTICLE I

NAME

The Name of the Corporation is **SOUNDS MANAGEMENT, INC.**

ARTICLE II.

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III.

PERMITTED ACTIVITY

The Corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

Prepared by:
Michael A. Bander
444 Brickell Avenue
Miami, FL 33131
MAB Bar # FL 171967
305-368-5800

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TALLAHASSEE, FLORIDA

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ARTICLE IV.

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue is 1,000 shares with par value of \$1.00.

ARTICLE V.

PREEMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI.

PRINCIPAL OFFICE

The principal office of the Corporation is: 504 Santander Avenue, #5, Coral Gables, Florida 33134.

ARTICLE VII.

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation, Register Agent Service Corporation:

Margarita Kristoff
504 Santander Avenue, #5
Coral Gables, Florida 33134

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ARTICLE VIII.

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The name and address of the board of directors who shall serve until the first annual meeting of shareholders or until his/her successors are elected and qualified shall be:

NAME

President/Director

Margarita Kristoff

ARTICLE IX.

INCORPORATOR

The name and address of the incorporator is: Margarita Kristoff, 504 Santander Avenue, #5, Coral Gables, Florida 33134

ARTICLE X.

INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

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



Margarita Kristoff
Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTER AGENT/REGISTER OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is:
Sounds Management, Inc.
2. The name and address of the Registered Agent and office is:

Margarita Kristoff
304 Santander Avenue, #5
Coral Gables, Florida 33134

SIGNATURE: _____

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STATE OF FLORIDA)
 : SS.:
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared before me **Margarita Kristoff** to be the person described herein as the Incorporator, and who executed the foregoing Articles of Incorporation, and he/she executed the same freely and voluntarily for the uses and purposed therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 18th day of October 1996.


NOTARY PUBLIC, State of
Florida at Large

My Commission Expires:

MARITZA A. JIMENEZ
Notary Public, State of Florida
My Commission Expires Jan. 1, 1997
Commission No. 00 212422

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