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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

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

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: ONE DROP RECORD SHOP, INC.

AUDIT NUMBER.....H96000015537

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION  
OF  
ONE DROP RECORD SHOP, INC.

ARTICLE I  
CORPORATE NAME

The name of the Corporation shall be: ONE DROP RECORD SHOP, INC.

ARTICLE II  
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 4086 N.W.  
167th St., Miami, FL 33054.

ARTICLE III  
NATURE OF CORPORATE BUSINESS

The Corporation may engage in or transact any and all activities or business permitted under  
the laws of the United States and the State of Florida.

ARTICLE IV  
TERMS OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V  
CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate  
number of One Thousand (1000) shares of one class of common stock having a  
par value of One and 00/100 (\$1.00) Dollar per share. The consideration to be paid for each share  
of stock shall be fixed by the Board of Directors.

Prepared by: MARIA R. FERNANDEZ GOMEZ, P.A.  
255 Alhambra Circle - Suite 610  
Coral Gables, FL 33134  
Fla. Bar (305) 441-8080  
No. 998494

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**ARTICLE VI  
INITIAL REGISTERED AGENT**

The Corporation's initial registered agent and registered office in the State of Florida shall be:

INITIAL REGISTERED AGENT: CECILIA BLACK

INITIAL REGISTERED OFFICE: 4086 N.W. 167th St., Miami, FL 33054

**ARTICLE VII  
BOARD OF DIRECTORS**

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

**ARTICLE VIII  
INCORPORATORS**

The names and addresses of each Incorporator executing these Articles of Incorporation are as follows: CECILIA BLACK and WAYNE BLACK at 4086 N.W. 167th St., Miami, FL 33054.

The UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business with the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

Cecilia Black  
CECILIA BLACK, incorporator

Wayne Black  
WAYNE BLACK, incorporator

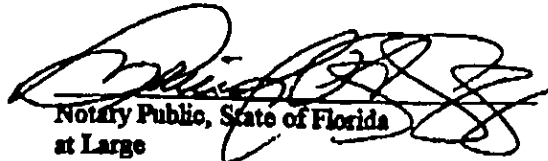
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STATE OF FLORIDA )  
COUNTY OF DADE ) SS:

BEFORE ME, personally appeared CECILIA BLACK and WAYNE BLACK to me well known and known to me to be the persons described as Incorporator in the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal this 31 day of October, 1996.

  
Notary Public, State of Florida  
at Large

[PLEASE PRINT] MARIA F. FERNANDEZ-GOMEZ

My Commission Expires:



MARIA F FERNANDEZ-GOMEZ  
My Commission 00830283  
Expires Dec. 28, 1998

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**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 617.0501, 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:

**ONE DROP RECORD SHOP, INC.**

2. The name and address of the registered agent and office is:

**CECILIA BLACK, at 4086 N.W. 167th St., Miami, FL 33054**

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SIGNATURE

Cecilia Black  
CECILIA BLACK

TITLE

President

DATE

October 31, 1996

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Cecilia Black  
CECILIA BLACK

DATE

October 31, 1996

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