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TO: DIVISION OF CORPORATIONS
(904)922-4001

FAX #:

FROM: THE COMPANY CORPORATION
076660001006

ACCT#:

CONTACT: REGINA CEPHAS
PHONE: (302)575-0440
(302)575-1346

FAX #:

NAME: PLATINUM RECORDS DISTRIBUTING, CORP.
AUDIT NUMBER.....H96000016099

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0

PAGES..... 2

DEL.METHOD.. FAX

EST.CHARGE.. \$70.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE
FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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ENTER SELECTION AND <CR>:

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TALLAHASSEE, FLORIDA

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SECTION 1115/96

396-52208
11/15/96

ARTICLES OF INCORPORATION
OF
Platinum Records Distributing Corp.

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

FIRST: The name of the corporation shall be Platinum Records Distributing Corp.

SECOND: The address of the initial registered office of the corporation is 200 - A John Knox Road, Tallahassee FL 32303-6643. The name of the registered agent located at said address is Larry Wolfe.

THIRD: The principal address of the corporation is 1010 34th Avenue, Vero Beach FL 32960.

FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FIFTH: The total authorized stock of this corporation is divided into 3,000,000 shares at .0001 per value.

SIXTH: The number of directors constituting the initial board of directors is four, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are as follows:

Nicholas A. DiBruno	107 Lee Drive, Belmont NC 28012
Joseph A. DiBruno, Sr.	1010 34th Avenue, Vero Beach FL 32960
John Robbins	same as above
Joseph A. DiBruno	107 Lee Drive, Belmont NC 28012

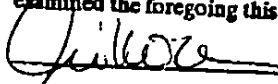
SEVENTH: The duration of the corporation is perpetual.

EIGHT: This is a Close Corporation.

NINTH: The name(s) and address(es) of the person(s) who are to act as incorporator(s) are as follows:

Allison Kochle c/o The Company Corporation
1313 N. Market Street, Suite 3410; Wilmington DE 19801-1151

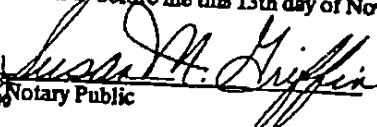
We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 13th day of November, 1996.



State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 13th day of November, 1996 by Allison Kochle.

SUSAN M. GRIFFIN
NOTARY PUBLIC - STATE OF DELAWARE
MY COMMISSION EXPIRES OCT. 6, 2000

Notary Public

This document was prepared by Allison Kochle, 1313 N. Market Street, Suite 3410; Wilmington DE 19801 (302) 575-0440.

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICLE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS MAY BE SERVED.**

In compliance with Section 607.1507, Florida Statutes, the following is submitted:

First, this PLATINUM RECORDS DISTRIBUTING, CORP desiring to
organize under the laws of the state of Florida with its principal place of business located in the
city of Vero Beach State of Florida, has named Larry Wolfe
located at 200 - A John Knox Road, Tallahassee FL 32303-6643 as its agent for service of
process within Florida.

Having been named to accept service of process for the above stated corporation, at the
place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to
comply with the provisions of all statutes relative to the proper and complete performance of my
duties.


Larry Wolfe

NOVEMBER 14, 1996

Date

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