417 E. Virginia St., Suite 1, Tallahassee, FL J2301, (904)224-8870 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302 TOLL FREE No. 1-800-342-8062 FAX (904) 222-1222 C.C. FEE. Capital Express " NAME ____ Att. of Inc. File FIRM _ Corp. Record Search Ltd. Partnersnip File ADDRESS ___ Foreign Corp. File ∠() Cert. Copy(s) _ PHONE (_ Art. of Amena. File _ Dissolution/Withdrawai Service: Top Priority_ .. C U S+ ___ Rogular_ Ficillious Name File One Day Service Two Day Service Name Reservation _____ Roturn via Annual Report/Reinstatement *** 122, 50 Matter No.: ______ Express Mail No. _ Reg. Agent Service _ Document Filing State Fee \$ _____ Our \$ _ _ Corporate Kil _ Vehicle Search _ Driving Record Document Retrieval UCC 1 or 3 File UCC 11 Search UCC 11 Retneval ___ File No.'s, ____Copies Courter Service Shipping/Handling Phone () To Priority Express Mail Prep. - FAX () SUBTOTALS DISBURSED..... SURCHARGE..... .DEC - 3 1996 TAX on corporate supplies..... TAKEN SUBTOTAL CONFIRMED APPROVED PREPAID...... \$ CX No. BALANCE DUE.....

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ARTICLES OF INCORPORATION

OF

ROMEU MUSIC CORPORATION, INC.

The undersigned, for the purpose of forming a corporation, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is Romeu Music Corporation, Inc., and its address is 3054 Lakewood Drive, Weston, Florida 33332.

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSES

The general purposes for which the corporation is organized are:

- (1) To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.
- (2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is 1,000. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 3054 Lakewood Drive, Weston, Florida 33332, and the name of its initial registered agent at such address is Jeannette Freed.

ARTICLE VI

DIRECTORS

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The number of directors constituting the initial board of directors is one (1). The name and address of the person who is to serve as the member of the initial board of directors is:

> Jeannette Freed 3054 Lakewood Drive Weston, Florida 33332

> > **ARTICLE VII**

INCORPORATOR

The name and address of the incorporator is:

Jeannette Freed 3054 Lakewood Drive Weston, Florida 33332

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned on the day of 120, 1996.

MELED

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree of the act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Jeannette Freed, Registered Agent

STATE OF FLORIDA COUNTY OF BROWARD

Before me this day personally appeared Jeannette Freed who, being duly sworn, executed the foregoing instrument, and acknowledged the same to be his free act and deed.

WITNESS my hand and official seal, this __day of _____, 1996.

NOTARY PUBLIC