

MILTON I. ROTHMAN

ATTORNEY AT LAW

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January 14, 1997

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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
Attention: New Corporate Filings

Re: SOUND BWOY ENTERTAINMENT CORP.

Dear Gentlemen:

Enclosed please find an original and one copy of the above referenced corporation's Articles of Incorporation. Please file same and return copy thereof stamped as "filed" and one (1) certificate under seal to the undersigned.

A check for the fees necessary to cover the following items is enclosed:

filling fee	\$35.00
certified copy of articles	\$52.50
registered agent designation	\$35.00

TOTAL \$122.50

Thank you for your prompt attention to this matter.

Very truly yours
Milton I. Rothman
Milton I. Rothman
MIR/mtf
cc: client

97 JAN 17 PM 11:38
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
1/23/97
JB

**ARTICLES OF INCORPORATION
OF
SOUND BWOY ENTERTAINMENT CORP.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: CORPORATE NAME

The name of this corporation is: **SOUND BWOY ENTERTAINMENT CORP.**

ARTICLE II: NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the state of Florida.

To organize, rehearse, coach, employ, represent, manage and develop artistic performing abilities of individuals who are performers, and to produce same for public and private performances in any foreign state or country of the world, in any entertainment medium whatsoever.

To engage in the business or the manufacture, leasing, sale, production, recording and distribution of mechanical devices of any kind whatsoever now known or to become known which devices reproduce the sight and sound of every name, nature and description. To acquire and operate phonograph recordings and electrical transcription facilities; and to exchange or otherwise dispose of any and all kinds of records, electrical transmission or other devices by which sight and sound may be reproduced in any manner whatsoever.

To carry on, in all its departments, the business of producing master recordings, theatrical, motion picture, television, radio and other entertainments including lectures, pantomime, ballets, pageants, devices, features and ideas of all kind. To acquire copyrights, licenses, or other rights to or in music, plays, films, and equip, maintain and operate studio, photographic and other equipment for the making and production of master recordings, motion pictures and/or television broadcasts. To erect, purchase, sell, acquire and dispose of, and to maintain, manage and operate theatres, halls, radio stations, television stations, places of entertainment, or amusement enterprises of all kinds; to conduct, carry on, manage and operate entertainment or amusement enterprises of every kind now known or to become known.

ARTICLES III: CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1000) shares of common stock with par value of \$1.00 (one dollar) each.

ARTICLE IV: TERM OF EXISTENCE.

This Corporation shall have perpetual existence commencing upon filing of these Articles.

ARTICLE V: REGISTERED AGENT AND OFFICE.

The initial registered agent and his mailing address in the state of Florida shall be:

MILTON I. ROTHMAN
3050 BISCAYNE BOULEVARD
SUITE 1002
Miami, Florida 33137

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI: BOARD OF DIRECTORS.

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by laws adopted by the stockholders, but shall never be less than one.

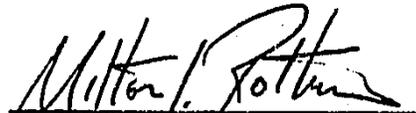
ARTICLE VII: INITIAL DIRECTOR AND INCORPORATOR.

The name and street address of the initial director and incorporator, the person signing these Articles of Incorporation:

MILTON I. ROTHMAN
3050 BISCAYNE BOULEVARD
SUITE 1002
Miami, Florida 33137

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

The undersigned Incorporator for the purpose of forming a corporation to do business within the state of Florida, does make and files these Articles of Incorporation, this 14th day of January, 1997, hereby declaring and certifying that the facts herein stated are true.


Milton I. Rothman

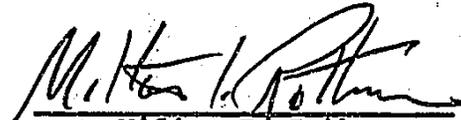
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 48.091 and 607.325, Florida Statutes, SOUND BWOY ENTERTAINMENT CORP. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation at the City of Miami, County of Dade and State of Florida, has named MILTON I. ROTHMAN, with offices at 3050 BISCAYNE BOULEVARD, SUITE 1002, Miami, Florida, 33137, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

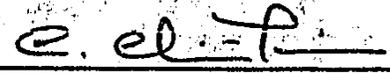
Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Sections 48.091 and 607.325, Florida Statutes.

Dated: Miami, Florida
January 14, 1997


Milton I. Rothman

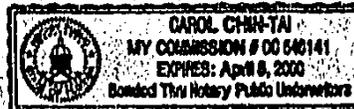
STATE OF FLORIDA }
 } SS:
COUNTY OF DADE }

The foregoing instrument was acknowledged before me this 14th day of January 1997 by Milton I. Rothman, who is personally known to me or who has produced his Florida Driver's License as identification and who did take an oath.



NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

My commission expires:



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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA