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3/05/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: ACE INDUSTRIES, INC.

ACC#: 070744001530

CONTACT: PAM FRIEDMAN

PHONE: (305) 358-2571

FAX #: (305) 338-7922

NAME: DOWNTOWN MUSIC GROUP INC.

AUDIT NUMBER.....H97000003803

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

CERT. OF STATUS...)

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3/6/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 6, 1997

ACE INDUSTRIES, INC.

SUBJECT: DOWNTOWN MUSIC GROUP INC.
REF: W97000005225

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must state the number of shares of authorized stock.

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) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: 897000003803
Letter Number: 797A00011465

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H97-3803

ARTICLES OF INCORPORATION

FILED

97 MAR -6 PM 3:30

Article 1: Name of Corporation DOWNTOWN MUSIC GROUP INC.
Address of Corporation 7521 SOUTHWEST 57th AVENUE Suite 3 SECRETARY OF STATE
MIAMI, FLORIDA 33143 TALLAHASSEE, FLORIDA

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 500, with a par value of . (PAR VALUE is NOT REQUIRED).

Article 3: REGISTERED OFFICE:
and
REGISTERED AGENT: FRANK HART
7521 SOUTHWEST 57th AVE. #3
MIAMI, FLORIDA 33143

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation

[Signature]
Signature of Registered Agent Date

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED)
First listed is President. Second is Secretary/Additional Directors.

1. FRANK HART
7521 SOUTHWEST 57th AVENUE Suite 3
MIAMI, FLORIDA 33143

Article 5: The Name and Address of the INCORPORATOR is:

FRANK HART
7521 SOUTHWEST 57th AVENUE Suite 3
MIAMI, FLORIDA 33143

In witness whereof I have subscribed my name [Signature]
Signature of Incorporator

H97-3803

Prepared by:

ACE INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33136
305-358-2571