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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 4th, 1997

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

100002105181--7
-03/05/97--01090--009
****122.50 ****122.50

Subject: ZO PRODUCTIONS, INC.

Please find enclosed an original and one (1) copy of the articles of incorporation and our check for \$122.50 for the registration of the above mentioned corporation.

Very respectfully yours,

Lesly Benoit
7510 S.W. 153rd Pl., #203
Miami, FL 33193

Encl.

PK
3/11/97 -

ARTICLES OF INCORPORATION
OF
ZO PRODUCTIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, for the purpose of forming a for profit corporation in accordance with the laws of the State of Florida, acknowledge and file these Articles of Incorporation, in the Office of the Secretary of State of Florida.

ARTICLE I - NAME

The name of this corporation shall be ZO PRODUCTIONS, INC.

ARTICLE II - DURATION

The corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The general objective and purpose of this Corporation shall be:

1.- To provide support services in the promotion of musical groups and talents including but not limited to studio recording, artist & band management, video productions, talent search and recruitment.

2.- To conduct any other legitimate business activity in the State of Florida and/or elsewhere which is consistent with, connected to, or related in any way with said purpose.

ARTICLE IV - BOARD OF DIRECTORS

The following people will serve on the Board of Directors as Officers and Directors:

| | |
|-----------|---|
| President | Lesly Benoit Jr 7510 S.W. 153rd Pl., # 203 Miami, Florida 33193 Tel:(305) 387-6015 |
|-----------|---|

| | |
|----------------|-----------------|
| Vice President | To be appointed |
|----------------|-----------------|

| | |
|-----------------------|-----------------|
| Secretary & Treasurer | To be appointed |
|-----------------------|-----------------|

ARTICLE V - DUTIES AND POWERS OF THE BOARD OF DIRECTORS

The Board shall have all the duties and powers provided by Florida Statutes.

ARTICLE VI - STOCK

The ownership of the corporation shall be as follows:

There shall be 1000 shares of stock with a par value of \$1.00 per share.

ARTICLE VII - SUBSCRIBER

The name and address of the subscriber to these Articles is:

Lesly Benoit Jr 7510 S.W. 153rd Pl., # 203
Miami, Florida 33193

ARTICLE VIII - OFFICERS

- 1.- The officers of the corporation shall be the President, the Vice President and the Secretary. The Secretary will also serve as Treasurer.
- 2.- The officers shall be elected annually by the stockholders.
- 3.- In the event that the President is absent or unable to act, his or her duties shall be performed by the Vice President.
- 4.- In the event of the death or resignation of the President, the Vice President shall serve as the President during his/her remainder of the term of office for which he/she was elected.
- 5.- In the event of the death or disability of both the President and the Vice President, the stockholders shall elect an Acting President to hold office until the next scheduled election.

ARTICLE IX - INDEMNIFICATION

Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities including attorney's fees in connection with any proceeding or any settlement thereof to which the Director or Officer may be a party, or in which the Director or Officer may have become involved by reason of the Director or Officer being or having been a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of the Director's or Officer's duty; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such Directors or Officers may be entitled.

ARTICLE X - PRINCIPAL OFFICE AND ADDRESS

The principal office of the corporation will be at 7510 S.W., 153rd Place, # 203, Miami, Florida 33193 or at such other place, within the State of Florida, as may be subsequently designated by the Board of Directors.

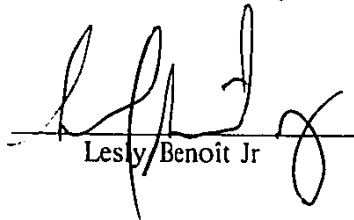
ARTICLE XI - INITIAL REGISTERED OFFICE, AGENT AND ADDRESS

The initial registered office is at 12247 S.W. 132nd Court, Miami, FL 33186. The initial registered agent is Lucien Adam, at the same address.

ARTICLE XII - AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be adopted by the Board of Directors, either by majority vote at a meeting, or in any other means designated by the By-Laws.

The undersigned has executed these Articles of Incorporation on this 3rd day of March, 1997.


Lesly Benoit Jr

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County named above, to take acknowledgements, personally appeared Lesly Benoit Jr, to me known to be the person described as a subscriber and who executed the foregoing ARTICLES OF INCORPORATION, and acknowledged before me that he subscribed the same.

WITNESS my hand and official seal, in the County of Dade, State of Florida, on this 4th day of MARCH, 1997

My Commission expires:

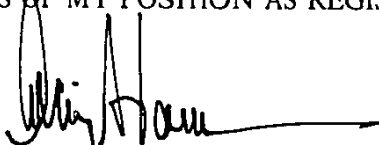



NOTARY PUBLIC STATE OF
FLORIDA AT LARGE

Pursuant to the provisions of section 607.0501, 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.

First that ZO PRODUCTIONS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation has named Lucien Adam, located at 12247 S.W. 132nd Court, Miami, County of Dade, Florida as its agent to accept service of process within this State.

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.



Lucien Adam

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TALLAHASSEE, FLORIDA