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From

3/28/97

Shona Henriques 305 382-6464

Shang Records Dept. 680

404 Washington Ave

Miami Beach FL 33139

21

(City, State, Zip) (Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. 000002142910--S
(Corporation Name) (Document #) -04/14/97--01178--025
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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97 APR -7 PM 12:57
TALLAHASSEE, FLORIDA

APR -9 1997

Examiner's Initials

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SECRET
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SCHMOOD MUSIC, INC.

The undersigned, a natural person competent to contract, acting as incorporator of a corporation under the laws of Florida, as amended, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

Name

The name of the corporation is SCHMOOD MUSIC, INC.

ARTICLE II

Duration

The duration of this corporation shall be perpetual, commencing on the date of these Articles are filled in the appropriate office of the State of Florida.

ARTICLE III

The purposes of which the corporation is formed are as follows:

1. To conduct business as managers and representatives of entertainers, performing artists, actors and actresses, and other creative talent; to carry on the business of producing and presenting public entertainment, theatrical and otherwise, and also of theatrical proprietors, music hall proprietors, caterers, for public entertainments, concerts, and public exhibitions, ballets, conjuring, juggling, moving pictures and other entertainment; to provide, engage and employ actors, dancers, singers, variety performers, athletes, and theatrical and musical artists; to produce and present to the public all manner of shows, exhibitions, and amusements which are or may be produced at a theater, music hall, or elsewhere within enclosures or in the open; to own, acquire, erect, lease, use, operate, manage, or control and sell, let, mortgage, transfer, or otherwise dispose of theaters, hall, gardens entertainment halls, or other places for public entertainment or amusement.
2. To engage generally in any and all branches of the general theatrical business, including but not limited to radio, television, stage, and motion pictures, to own, lease, or otherwise acquire, and to manage, operate and control radio, telegraph, telephone, radio broadcasting, and telecasting systems or stations and any other means of communication, whether now own or thereafter discovered or invented; to carry on a general theatrical and amusement business and every branch thereof or every business connected therewith; and to carry on any other business of a similar or related nature or capable of being conveniently carried on in connection with the foregoing or calculated directly or indirectly to enhance the value of the property or rights of the corporation
3. To engage in all phases of the business of the music and literary publishers, including making arrangements with authors, companies, and others for the writing and composition of musical works, and including acting as a jobber, wholesaler, retailer, licensor and forms in which musical works may be embodied.
4. To hire, employ, contract with and negotiate for the musical production or artistic services of, and to use in any manner, orchestras, bands, singers, musicians, actors, entertainers and other

5. To manufacture, produce, acquire, purchase, own, maintain, export, import, sell, lease, license, distribute, exhibit, and generally deal in motion pictures of every kind, nature and description, on any size and dimension, colored or otherwise, with or without sound synchronization, talking sequences or musical accompaniment, to purchase, acquire, sell, lease, distribute, and generally deal in plays, scenarios, works of literators, dramas, dramatic compositions, musical composition, operas, operettas, and to apply for, obtain, purchase or otherwise dispose of, any and all copyrights, whether secured under the copyright law of the United States or any foreign country, to produce, purchase, sell, lease, license and otherwise deal in motion picture plays; with or without sound synchronization, talking sequences or musical accompaniment, operas, operettas, stories, scientific, travel, and educational subjects, and all other subjects generally adaptable to production in motion picture forms, and for that purpose engage and employ the services of actors, actresses, singers, musicians, directors, playwrights, scenario writers, cameramen, electricians, stage staff, wardrobe staff, scenic artists, and all other persons necessary and proper for the production of such motion picture

6. To buy, sell and otherwise deal in notes, stocks, bonds or other investments, including the right to hold, buy sell, lease, mortgage, or otherwise encumber, sell and dispose of real and personal property of all kinds and descriptions.

7. To make and enter into contracts of all kinds with, and to act as agent or representative for, or manager of investments for, any individual, firm, association, or other corporation; to compile statistics and analyze reports and statements of corporations and associations; to do all such things and perform or supply all such services as are commonly done, performed, or supplied by fiscal agents, and to aid any lawful enterprise

8. To purchase, hold, sell and reissue the shares of its own capital stock, to endorse, guarantee and secure the payment and satisfaction of bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations and evidences of indebtedness, and also to guarantee and secure the payment or satisfaction of interest on obligations.

9. To acquire, purchase, own, hold, operate, develop, lease, mortgage, pledge, exchange, sell, transfer or otherwise dispose of and invest, trade or deal in real and personal property of every kind and description or any interest therein

10. To acquire all or any part of the securities, goodwill rights, property or assets of any kind and to undertake or assume the whole or any part of the obligations or liabilities of any corporation, association, partnership, syndicate, entity, person, or governmental, municipal or public authority, domestic or foreign, and to pay for the same in cash, stocks, bonds, debentures or other securities of this or any other corporation, or otherwise in any manner permitted by law; and to conduct in any lawful manner the whole or any part of any business so acquired

ARTICLE IV
Capitol Stock

The total number of shares of stock which the corporation shall have the authority to issue is 200 shares of Common Stock, no par value.

ARTICLE V
Initial Registered Office and Registered Agent

The initial registered office of this corporation has a street address of 404 WASHINGTON AVENUE, MIAMI BEACH, FLORIDA 33139; a mailing address of 404 WASHINGTON AVENUE, MIAMI BEACH, FLORIDA 33139; and the name of the initial registered agent of this corporation at the street address is SHONA HENRIQUES. The street address and the principal office of the corporation is same as the registered office. Incorporator is Shona Henriques, 404 Washington Avenue
Suite 680
Miami Beach, Florida 33139

ARTICLE VI
Board Of Directors

The number of directors of corporation shall be three (3). The number of directors may be increased from time to time by an amendment of the bylaws of the corporation, but shall never be less than three (3).

ARTICLE VII
Incorporator

The name and street address of the person signing these Articles of Incorporation as Incorporator are as follows:

NADINE WALKER - President/Treasurer
404 Washington Avenue
Suite 680
Miami Beach, Fl 33139

ASTON SMITH - Vice President

NADINE WALKER - Secretary

ARTICLE VIII
Amendment Of Articles

The Articles of Incorporation may be amended in the manner provided by law, unless otherwise provided by the Bylaws of the corporation. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

ARTICLE IX
Indemnification

The corporation is empowered to indemnify any officer or director or any former officer or director, pursuant to the bylaws and to the provisions of applicable laws of the State of Florida.

ARTICLE X
Informal Action Of Directors

If all the directors severally or collectively consent in writing to my action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XI
Inspection of Accounts and Books

The rights of the shareholders to inspect the books and accounts of the corporation shall be as conferred by the Bylaws, resolutions of the Shareholders, or as required by law.

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

PURSUANT TO THE PROVISIONS OF SECTION 6070501, 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.

1. The name of the Corporation is: SCHMOOD MUSIC, INC.

The name and address of the registered agent and office is:

SHONA HENRIQUES

(NAME)

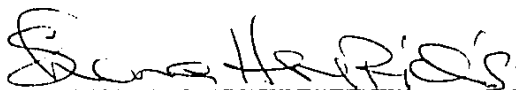
404 WASHINGTON AVENUE, SUITE 680

(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

MIAMI BEACH, FLORIDA 33139

(CITY/STATE/ZIP)

Having Been named as registered agent and 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 further with and accept the obligations of my position as registered agent.



(SIGNATURE)

March 25, 1997

(DATE)

Registered Agent/Incorporator, Executed February 10, 1996

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