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June 4, 1997

DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
P.O. BOX 6327
TALLAHASSEE, FL 32314


300002206053--4
-06/09/97--01134--010
*****70.00 *****70.00

SUBJECT MATTER : INCORPORATION

Enclosed is a check for \$70.00 which includes \$35.00 for the filing fee for UPFRONT

INTERNATIONAL RECORDS, INC. and \$35.00 for registered agent designation.

Sincerely,


Kirk A. Barrow

JUN 11 1997

FILED
97 JUN -9 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

97 JUN -9 PM 3:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
UPFRONT INTERNATIONAL RECORDS, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. CORPORATIVE NAME.

The name of this corporation is :

UPFRONT INTERNATIONAL RECORDS, INC.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business is 3856 N.W. 39th Street, Lauderdale Lakes, FL 33309
and the mailing address of the corporation is 3856 N.W. 39th Street, Lauderdale Lakes, FL 33309

ARTICLE III. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent are Kirk A. Barrow, 3500 N. State Road 7,
Suite 201, Lauderdale Lakes, FL 33319.

ARTICLE IV. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE V. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

ARTICLE VI. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the directions of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one director, initially. The method of election of the directors shall be governed by the bylaws. The name and address of the initial members of the Board of Directors is:

Raymond Tabannah

3856 N.W. 39th ST, Lauderdale Lakes, FL 33309

ARTICLE VIII. INCORPORATORS.

The name and street address of the incorporator of these articles of incorporation is :

Kirk A. Barrow, Esq.
3500 N. State Road 7, Suite 201
Lauderdale Lakes, FL 33319

The undersigned incorporator has executed these Article of Incorporation on November 7, 1996.



Incorporator
Its Agent , Kirk A. Barrow

Kirk A. Barrow, Esq. Attorney at Law, authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By :



Its Agent, Kirk A. Barrow, Esq.
Authorized Representative

FILED
JUN -9 PM 3:47
STATE
OFFICE OF THE
CLERK OF THE
COURT
TALLAHASSEE, FLORIDA