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FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: INTERNATIONAL PUBLISHING CORPORATION
AUDIT NUMBER......H97000011365
DOC TYPE..........FLORIDA PROFIT CORPORATION OR P.A.
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 14, 1997

EMPIRE CORPORATE KIT COMPANY

,

SUBJECT: INTERNATIONAL PUBLISHING CORPORATION
REF: W97000016110

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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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ARTICLES OF INCORPORATION

OF

GLOBAL MUSIC PUBLISHING CORPORATION

I, the undersigned, do hereby make, subscribe, acknowledge and file these Articles of Incorporation with the Secretary of State of the State of Florida for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be GLOBAL MUSIC PUBLISHING CORPORATION.

ARTICLE II

This corporation is to have perpetual existence, unless dissolved sooner according to the laws of the State of Florida.

ARTICLE III

The general nature of the business and the objects and purposes proposed to be transacted and carried on by this Corporation shall be as follows:

A. To acquire copyrights on songs, lyrics, and musical compositions; to license and use such material for mechanical reproduction; to license the use by vocal, instrumental, or any other means known or to be known; to print, sell, and distribute sheet music; and to do any and all activities performed by natural

RAOUL GARCIA-VIDAL, P.A.
COLUMBUS CENTER
SUITE 1450
ONE ALHAMBRA PLAZA
CORAL GABLES, FLORIDA 33134
TELEPHONE: (305) 444-8382
FLORIDA BAR NO.: 209589

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persons in the music publishing business.

B. To apply for, obtain, register, purchase, lease, or otherwise acquire and to hold, own, use, develop, operate, and introduce, and to sell, assign, grant licenses, or territorial rights in respect to, or otherwise to turn to account or dispose of, any copyrights, trademarks, brands, labels, patent rights, or letters patent of the United States, or of any other country or government, or any inventions, improvements, and processes, whether used in connection with or secured under letters patent or otherwise.

C. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE IV

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any time shall be SEVEN THOUSAND FIVE HUNDRED (7,500) having a par value of ONE AND NO/00 ($1.00) DOLLAR per share, all of which shall be common stock. Each of the shares of such stock shall entitle the holder thereof to one (1) vote at any meeting of the Stockholders. All or any part of such stock may be paid for in cash, in property, in labor, or in services, whether the services rendered prior to or after the issuance of the stock, at a fair valuation to be fixed by the Board of Directors of this Corporation, or as fixed by the Stockholders of this Corporation in the event that the Corporation may be merged

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by the Stockholders.

ARTICLE V

The amount of the capital with which the Corporation shall begin business is not less than FIVE HUNDRED AND NO/00 ($500.00) DOLLARS.

ARTICLE VI

The initial business office of this Corporation shall be located at 2170 NW 87th Avenue Miami, Florida 33172 but the corporation shall have the power to establish such other places of business at such other locations within or without the State of Florida as may be determined or deemed expedient. The initial Registered Agent of the Corporation shall be RAOUL GARCIA-VIDAL, ESQ., who is located at the street address of COLUMBUS CENTER, Suite 1450, One Alhambra Plaza, Coral Gables, Florida 33134.

ARTICLE VII

There shall be a Board of Directors of this Corporation which shall consist of not less than one (1) and not more than five ((5) Directors. The number of Directors may be increased or decreased from time to time by the Board of Directors, or by the Corporate By-Laws, and each of the Directors shall be of full age.

A quorum for the transaction of business shall be a majority of the Directors qualified and active, and the act of the majority of the Directors shall be the act of the Corporation. Subject to the By-Laws, if any, adopted by the Stockholders, the Directors may make the By-Laws. Meetings of the Directors may be held within or without the State of Florida, and Directors need not be

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Stockholders. The Board of Directors may, by Resolution, designate one (1) or more of their number to constitute an executive committee which, to the extent provided in such Resolution or in the By-Laws of the Corporation, shall have and may exercise the powers of the Board of Directors.

ARTICLE VIII

The name and street address of the members of the First Board of Directors who, subject to these Articles of Incorporation, the By-Laws of this Corporation, and the laws of the State of Florida, shall hold office for the first year of this Corporation's existence, or until an election is held by the Stockholders for the election of permanent Directors, or until their successors have been duly elected and qualified are:

NAME	ADDRESS
RAMON PAZ	2170 NW 87 AVENUE MIAMI, FLORIDA 33172

ARTICLE IX

The name and street address of the incorporator and subscriber to these Articles of Incorporation of this Corporation is:

NAME	ADDRESS
KATHERINE AZCUE	13513 SW 62 Street #3 Miami, Florida 33183

ARTICLE X

This Corporation reserves the right to amend, alter, change or appeal any provisions contained in these Articles of Incorporation in the manner now or hereinafter described by Statute.

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The Stockholder or Stockholders shall have the power to make or amend the By-Laws of this Corporation and to fix any amount to be reserved for working capital. Private property of the Stockholder or Stockholders shall not be subject to the payment of the corporate debt to any extent whatsoever. The corporation shall have a first lien on the shares of its members or members and upon dividends due them for any indebtedness of such member or members of the Corporation.

IN WITNESS WHEREOF, I, the undersigned, have made and subscribed these Articles of Incorporation at the City of Coral Gables, County of Dade, State of Florida, on the 16th day of July, 1997 for the uses and purposes last aforesaid.

Katherine Azcue

KATHERINE AZCUE

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority to take acknowledgments and administer oaths, personally appeared KATHERINE AZCUE, to me well known and to me personally known to be the person described herein and who executed the foregoing Articles of Incorporation GLOBAL MUSIC PUBLISHING CORPORATION, and she freely and voluntarily acknowledged before me, according to the law, that she made and subscribed the same for the uses and purposes herein mentioned and set forth herein.

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IN WITNESS WHEREOF, I have hereunto set my hand and seal in the state and county aforesaid, this 11th day of July, 1997.

RAOUL GARCIA-VIDAL
MY COMMISSION # CC 424282
EXPIRES: February 6, 1999
Bonded Thru Notary Public Underwriters

Print: RAOUL GARCIA-VIDAL
NOTARY PUBLIC, State of Florida at Large

My commission expires:

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCEEDS WITHIN THIS STATE, NAMING RESIDENT AGENT UPON WHOM PROCESS MAY BE SERVED

PURSUANT TO Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said act:

THAT GLOBAL MUSIC PUBLISHING CORPORATION, desiring to organize under the laws of the State of Florida, with its principal place of business located at 2170 NW 87 AVENUE MIAMI, FLORIDA 33172, has named RAOUL GARCIA-VIDAL, ESQ., located at the COLUMBUS CENTER, Suite 1450, One Alhambra Plaza, Coral Gables, Florida 33134, as its Registered Agent to accept process within the State of Florida.

BY: ______________________
RAOUL GARCIA-VIDAL, Registered Agent

ACKNOWLEDGEMENT

HAVING BEEN MADE TO ACCEPT Service of Process for the above named Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act in regard to keeping open said office.

BY: ______________________
RAOUL GARCIA-VIDAL

RAOUL GARCIA-VIDAL, P.A.
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SUITE 1450
ONE ALHAMBRA PLAZA
CORAL GABLES, FLORIDA 33134
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