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8/04/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
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NAME: PANTHEON MUSIC GROUP, INC.

AUDIT NUMBER.....H97000012687

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

CERT. OF STATUS..0

PAGES..... 1

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ARTICLES OF INCORPORATION

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COUNTY OF MIAMI
FLORIDA

Article 1: Name of Corporation PANTHEON MUSIC GROUP, INC.
Address of Corporation 1172 SOUTH DIXIE HIGHWAY SUITE 177
CORAL GABLES, FLORIDA 33146

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 \$1.00. (PAR VALUE is NOT REQUIRED).

Article 3: REGISTERED AGENT FRANK HART
and 7521 RED ROAD SUITE 3
REGISTERED OFFICE: MIAMI, FLORIDA 33143

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

[Signature] 8/4/97
Signature of Registered Agent Date

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED)
First listed is President. Second is Co-President. Then, sec/treasurer
1. CHARLES BARWICK, PRESIDENT FRANK HART, CO-PRESIDENT
6740 BULL RUN ROAD SUITE 453 7521 RED ROAD SUITE 3
MIAMI LAKES, FLORIDA 33014 MIAMI, FLORIDA 33143

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

FRANK HART
7521 RED ROAD SUITE 3
MIAMI, FLORIDA 33143

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

HA7-12687

Prepared by:

ACE INDUSTRIES, INC.
64 NW 11th Street
Miami, FL 33136
305-358-2671