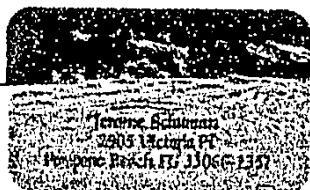


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City/State/Zip Phone #

Office Use Only

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

1. Classic Pops, Inc. (Corporation Name) (Document #)

2. _____ (Corporation Name) (Document #)

3. _____ (Corporation Name) (Document #)

4. _____ (Corporation Name) (Document #)

Walk in Pick up time _____

Certified Copy

Mail out Will wait Photocopy

Certificate of Status

FILED STATE
DIVISION OF SECRETARY OF CORPORATIONS

97 AUG 20 AM 11:16

NEW FILINGS	
Profit	
NonProfit	
Limited Liability	
Domestication	
Other	

AMENDMENTS	
Amendment	
Resignation of R.A., Officer/ Director	
Change of Registered Agent	
Dissolution/Withdrawal	
Merger	

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

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ARTICLES OF INCORPORATION

CLASSIC POPS, INC.

ARTICLE I - NAME

The name of the corporation is CLASSIC POPS, INC., with a mailing address of 2905 Victoria Place, E-3, Coconut Creek, Florida, 33068.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing at the time of filing these articles with the Secretary of the State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in the production, rental, sales, etc., of live and recorded music and other legal and lawful action or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

-8-

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is "2905 Victoria Pl.", E-3, Coconut Creek, Fl. 33066 and the name of the initial registered agent of this corporation at the address is Jerome Schuman.

ARTICLE - VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one. The name and address of the initial directors of this corporation are:

William Messinger
1310 Macton Rd.

Street, Md., 21154

Barbara Robinson
2905 Victoria Pl. E-3

Coconut Creek, Fl. 33066

Jerome Schuman
2905 Victoria Pl. E-3
Coconut Creek, Fl. 33066

ARTICLE - IX - INCORPORATION

The name and address of the person signing these articles is:

Jerome Schuman

2905 Victoria Pl. E-3

Coconut Creek, Fl., 33066

ARTICLE - X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE - XI - SHAREHOLDERS QUORUM AND VOTING

Eighty-five percent (85%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE - XII - INDEMNIFICATION

The corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE - XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or

any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber and registered
agent has executed these articles of incorporation this 18TH
day of AUGUST, 1997.

Jerome Schuman

JEROME SCHUMAN
REGISTERED AGENT

REGISTERED AGENT'S ACCEPTANCE STATEMENT

I hereby affirm that I am familiar with and accept the duties
and responsibilities as Registered Agent for said corporation.

Jerome Schuman
JEROME SCHUMAN
REGISTERED AGENT

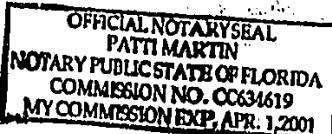
STATE OF FLORIDA

COUNTY OF BROWARD

Before me, a notary public authorized to take acknowledgements in
the state and county set forth above, personally appeared Jerome
Schuman, known to me to be the individual named in the foregoing
Articles of Incorporation and acknowledged before me that he
accepts the appointment of registered agent as stated in those
Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal, in the state and county aforesaid, this 18
day of AUGUST, 1997.

Patti Martin



Produced identification: Florida drivers license

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