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9/02/97

FLORIDA DIVISION OF CORPORATIONS
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((H97000014421 6))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: INNER VISION MUSIC CORP.

AUDIT NUMBER.....H97000014421

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

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

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09/02/97 13:58 Florida Department p1 /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 2, 1997

FAS-T CORP. AGENTS, INC.

SUBJECT: INNER VISION MUSIC CORP.
REF: W97000020190

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.

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Neysa Culligan
Document Specialist

FAX Aud. #: H97000014421
Letter Number: 597A00043835

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ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Inner Vision Music, Corp.

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ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

5435 Northwest 10th Court, Plantation, Florida 33313.

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One hundred (100).

Michael I. Santucci, Esq.
2455 East Sunrise Blvd., Suite 410
Fort Lauderdale, FL 33304
Telephone: (954) 561-0001
Florida Bar No. 0105260

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ARTICLE IV PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE V RESTRICTIONS ON TRANSFER OF SHARES

No shares shall be issued or transferred without the express approval of the board of directors.

ARTICLE VI OFFICERS AND DIRECTORS

The name of the initial president shall be:

Steve Coch

The name of the initial vice president shall be:

Dana Brown

ARTICLE VII INITIAL REGISTERED AGENT/ADDRESS

The name and address of the initial registered agent is:

Michael I. Santucci, Esq.
2455 East Sunrise Boulevard
Suite 410
Fort Lauderdale, FL 33304

ARTICLE VIII INCORPORATOR

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

Michael I. Santucci, Esq.
2455 East Sunrise Boulevard
Suite 410
Fort Lauderdale, FL 33304

The undersigned incorporator has executed these Articles of Incorporation
this 29th day of August, 1997.

8/29/97
DATE


MICHAEL I. SANTUCCI, ESQ.

Michael I. Santucci, Esq.
2455 East Sunrise Blvd., Suite 410
Fort Lauderdale, FL 33304
Telephone: (954) 561-0001
Florida Bar No. 0105260

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

PURSUANT TO FL. STAT. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Inner Vision Music Corp.

2. The name and address of the registered agent is:

Michael I. Santucci, Esq.
2455 East Sunrise Boulevard
Suite 410
Fort Lauderdale, FL 33304

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DIVISION OF STATE
SECRETARY OF CORPORATIONS

HAVING BEEN NAMED AS REGISTERED AGENT TO 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 FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

8/29/97
DATE


MICHAEL SANTUCCI, ESQ.

Michael I. Santucci, Esq.
2455 East Sunrise Blvd., Suite 410
Fort Lauderdale, FL 33304
Telephone: (954) 561-0001
Florida Bar No. 0105260