

P97000090306

TRANSMITTAL LETTER

FILED

97 OCT 20 PM 12:11

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: MDM MUSIC INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check
for: \$ 122.50 (filing fee & certificate)

FROM: ANDRE F. MATHIAS
1263 N.E. 146 STREET
NORTH MIAMI, FLORIDA 33161
305-893-8950

400002324024--1
-10/20/97-01078--010
***122.50 ***122.50

P. Hall OCT 21 1997

ARTICLES OF INCORPORATION

FILED

97 OCT 20 PM 12:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of this corporation shall be:

**MDM MUSIC INC.
13148 WEST DIXIE HWY
NORTH MIAMI, FLORIDA 33161**

ARTICLE TWO

The address of the principal office and mailing address of the Corporation shall be:

**13148 West Dixie Hwy.
North Miami, Florida 33161**

The Corporation Shall change its principal office at any time.

ARTICLE THREE

This Corporation is authorized to issue shares of stock as follows:

- A. Designation: The stock of this corporation shall be known as common stock.
- B. Authorized: The maximum number of shares of Common Stock that this Corporation may issue is 1,000.
- C. Par value: Each share of Common Stock shall have the par value of One (\$1.00) Dollar.
- D. Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgement of the Board of directors as to the value of any consideration shall be conclusive.
- E. Non-assess ability: Each share of Common Stock Shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid non-assessable.
- F. Voting rights: Each share of common stock shall entitle the record holder thereof to one

vote upon each proposal at meeting of the stockholders of the corporation.

- G. Cumulative Voting: No holder to Common Stock shall be entitled to any right of cumulative voting.
- H. Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.
- I. Liquidation Rights: Holders of Common Stock are entitled to receive their pro-rata share of any assets of this Corporation remaining after payment of all Corporate debts and obligations, in the event of the liquidation or dissolution of this Corporation.
- J. The occurrences shown below shall not be authorized, nor shall they have any force or effect, unless assented to in writing by the holders of 51% of this Corporation's shareholders entitled to vote at the time of the proposal or occurrence.
1. Amendment of this Certificate of Incorporation.
 2. Sale, lease or exchange of this Corporation's property and assets, or the any property or assets essential to the business of this Corporation.
 3. Merger or consolidation of this Corporation into or with any other corporation.
 4. Voluntary dissolution of this Corporation.

ARTICLE FOUR

This corporation shall have perpetual existence; unless, sooner dissolved in accordance with the laws of the state of Florida. The date on which corporate existence shall begin is : Date of Incorporation (DATE THESE ARTICLES ARE FILED)

ARTICLE FIVE

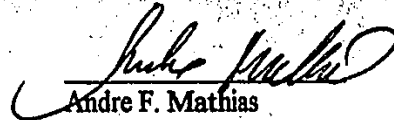
The names and addresses of the initial officers and director(s) are as follows:

ANDRE F. MATHIAS D/P 1263 N.E. 146 Street
North Miami, Florida 33161

ARTICLE SIX

The undersigned incorporator has executed these Articles of Incorporation this 10 day of
October, 1997.

Signature of Incorporator


Andre F. Mathias

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

FILED

97 OCT 20 PM 12:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

MDM MUSIC INC.

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

**ANDRE F. MATHIAS
13148 WEST DIXIE HWY
NORTH MIAMI, FLORIDA 33161**

Having been named as registered agent and 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.


(signature)

10/10/97
(Date)