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K & K Accounting & Tax Service, Inc.
4700 North State Road 7
Suite 221
Fort Lauderdale, Florida 33319
(305) 485-5252

October 29, 1997

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

400002342864--8
-11/10/97--01105--007
*****70.00 *****70.00

Dear Sirs:

Enclosed are two (2) Copies of Articles of Incorporation of **PARAMOUNT MUSIC & ENTERTAINMENT, INC.** and the appointment of registered agent for filing purposes.

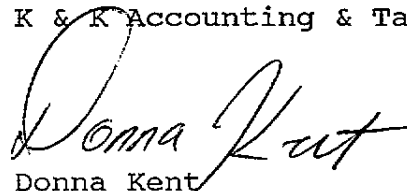
Also, enclosed is a check for \$70.00 to cover charter tax, filing fees, registered agent filing fee. No certified copy is requested at this time.

Thank you for your prompt attention to this matter.

Please remit the approved Articles of Incorporation to the above address.

Very Sincerely,

K & K Accounting & Tax


Donna Kent
President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 10 AM 9:00

RP
11-13-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 NOV 10 AM 9:00

ARTICLES OF INCORPORATION
OF
PARAMOUNT MUSIC & ENTERTAINMENT, INC.

The Undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

1. The name of the corporation is as follows:

PARAMOUNT MUSIC & ENTERTAINMENT, INC.

2. The period of its duration is **perpetual**.

3. The purpose is to engage in any activities or business permitted under the laws of the United States and the state of Florida.

4. The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 1,000 shares at par value of \$1.00 per share, common stock. All of the stock shall be payable in cash or other property, real or personal, tangible or intangible, or in labor or services actually performed for the corporation, in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

5. This corporation shall commence to exist on the date which the Articles of Incorporation are filed in the Office of the Secretary of the State of Florida.

6. The principal office, registered agent, and registered office address is:

MICHAEL G. HENRY - SS# 088-38-0537
9520 ALCAZAR LANE
FT. LAUDERDALE, FLORIDA 33324

7. The number of directors constituting its initial board of Directors is three (3), whose names and addresses are as follows:

MICHAEL G. HENRY - SS# 088-38-0537
9520 ALCAZAR LANE
FT. LAUDERDALE, FLORIDA 33324

SAMMY FIELDS - SS# 063-38-6123
10581 NORTHWEST 11 COURT
PLANTATION, FLORIDA 33322

MICHAEL A. LISENA - SS# 135-40-2590
4972 NORTHWEST 47 AVENUE
COCONUT CREEK, FLORIDA 33073

8. The names and addresses of the initial incorporators are as follows:

MICHAEL G. HENRY - 334 Shares
9520 ALCAZAR LANE
FT. LAUDERDALE, FLORIDA 33324

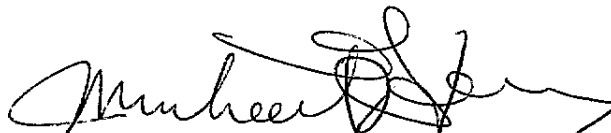
SAMMY FIELDS - 333 Shares
10581 NORTHWEST 11 COURT
PLANTATION, FLORIDA 33322

MICHAEL A. LISENA - 333 Shares
4972 NORTHWEST 47 AVENUE
COCONUT CREEK, FLORIDA 33073

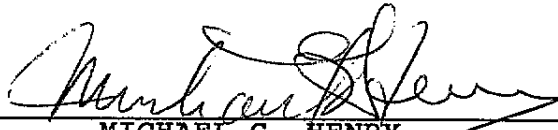
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 10 AM 9:00

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

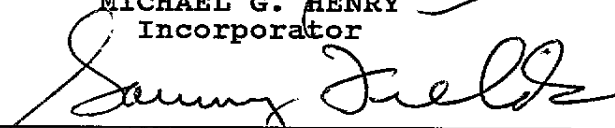
SIGNED ON THE FOLLOWING DATE: 10-30-, 1997.



MICHAEL G. HENRY
Registered Agent



MICHAEL G. HENRY
Incorporator



SAMMY FIELDS
Incorporator



MICHAEL A. LISENA
Incorporator

SWORN TO AND SUBSCRIBED

BEFORE ME THIS 30 DAY OF OCTOBER, 1997.

STATE OF FLORIDA }

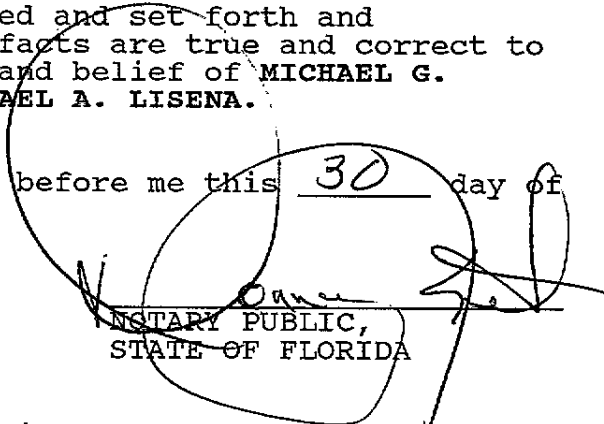
SS# 088-38-0537

COUNTY OF BROWARD }

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared MICHAEL G. HENRY, SAMMY FIELDS, MICHAEL A. LISENA, who, after first being duly sworn, deposes and says that they are the persons described in and who subscribed to the Articles of Incorporation, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth and furthermore, that the above facts are true and correct to the best of their knowledge and belief of MICHAEL G. HENRY, SAMMY FIELDS AND MICHAEL A. LISENA.

SWORN TO AND SUBSCRIBED before me this 30 day of OCTOBER, 1997.

My Commission Expires:


NOTARY PUBLIC,
STATE OF FLORIDA

