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DAVID W. REITZ  
P.O. Box 1745  
Palm Harbor, Florida 34682  
(813) 771-1099

November 12, 1997

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, FL 32399

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-11/21/97--01057--011  
\*\*\*\*122.50 \*\*\*\*122.50

re: MASTERSCORES MUSIC GROUP, INC.

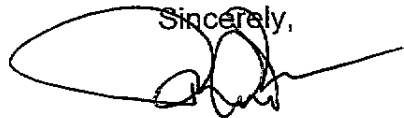
Dear Sir or Madam:

Enclosed are two copies of the duly executed Articles of Incorporation for MasterScores Music Group, Inc. and a check in the amount of \$122.50 for the applicable filing fees and the certification of a copy thereof.

If the enclosed are found to be in order, please return the certified copy of the Articles of Incorporation to me at the address above upon the filing of the original.

Thank you for your assistance.

Sincerely,



David Walter Reitz

DWR:eb  
enc.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED  
11-25-97  
WS

**ARTICLES OF INCORPORATION  
OF  
MASTERSCORES MUSIC GROUP, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

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DIVISION OF CORPORATIONS  
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**ARTICLE I - NAME**

The name of the Corporation shall be MASTERSCORES MUSIC GROUP, INC.

**ARTICLE II - NATURE OF THE BUSINESS**

The general character and nature of the business to be transacted by this Corporation is:

(1) to buy or otherwise acquire, own, hold, manage and control real and personal property of every description, including its own stock and stock in any other corporation, and to sell, convey, mortgage, pledge, lease or otherwise dispose of such property or any part thereof, to lend money either with or without security, and to operate and manage other businesses under its own name or under a registered trade name;

(2) to engage in the retail, wholesale, and manufacturing businesses in any and all fields, and to do all things necessary to engage in any type of business generally;

(3) to acquire by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful to equip, furnish, improve, develop, or manage any property, real or personal, at any time owned, held, or occupied by the Corporation, to invest, trade, and deal in any personal property deemed beneficial to the Corporation, and to lease, rent, encumber, or dispose of any personal property at any time owned or held by the Corporation;

(4) to contract debts and borrow money, issue, sell and pledge bonds, securities, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of debt as may be required, and to use, spend, dispose of, or lend funds of the Corporation to further the business or purposes of the Corporation;

(5) to do any and all of the things set forth herein to the same extent as natural persons might or could do in any part of the world as principals, agents, contractors, or otherwise, alone or in company with others, and to do such other things and perform such other acts as may be necessary, profitable, or expedient in carrying out the business, objects or powers set forth herein;

(6) to purchase the assets of any other corporation and to engage in the same or other types of business, including the repurchase of its own shares;

(7) to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of shares of the capital stock, bonds, securities, or other evidences of indebtedness of any other corporation of the State of Florida or of any other state or government, and while the owner of any such stock, bonds and securities to exercise all rights and privileges of ownership, including the right to vote such stock;

(8) to enter into, make, perform, and carry out contracts and agreements of every kind, without limit as to amount, with any person, firm, association, or corporation, and to transact any further and other business necessarily connected with the purposes of this Corporation, or calculated to facilitate the same, including the purchase of its own shares;

(9) to carry out any and all of its operations and businesses and promote its objects within the State of Florida or elsewhere, without restriction as to place or amount, and to have, use, exercise and enjoy all of the general powers of corporations; and

(10) to engage in any and all lawful businesses, trades, occupations and professions;

None of the objects, powers and clauses set forth herein shall be in any way limited or restricted by reference to, or inference from, the terms of any other objects, powers, or clauses of this Article. Such objects, powers and clauses of this Article shall be regarded as independent.

### ARTICLE III - CAPITAL STOCK

The maximum number of shares of common stock that this Corporation is authorized to have outstanding at any time is Ten Million (10,000,000) shares of common stock, with a par value of One Tenth of One Cent (\$.001) per share and One Million (1,000,000) shares of undesignated Preferred Stock with no par value. Authorized stock may be paid for in cash, services, or property at a value to be fixed by the Board of Directors of this Corporation at any regular or special meeting thereof.

### ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and registered office of this Corporation shall be:

David W. Reitz  
707 Robin Avenue  
Palm Harbor, Florida 34683

### ARTICLE V - ADDRESS

The initial street address of the principal office of this Corporation shall be:

1300 Woodlawn Blvd., Suite 106  
Austin, Texas 78703

The Board of Directors may from time to time designate such other location as the principal office of the corporation as it may deem appropriate.

#### ARTICLE VI - DIRECTORS

This Corporation shall have four (4) Director initially. The number of Directors may be increased or diminished from time to time by the bylaws, but shall never be less than one (1).

#### ARTICLE VII - INITIAL DIRECTORS

The name and street address of the initial Board of Directors who shall hold office until any successors are elected and have qualified is:

LaMont Johnson  
1300 Woodlawn Blvd., Suite 106  
Austin, Texas 78703

Milan Simich  
531 East 78th Street, Suite 6-G  
New York, New York 10021

David W. Reitz  
707 Robin Avenue  
Palm Harbor, Florida 34683

Christopher Hill-Byrne  
1390 Ventnor Avenue  
Tarpon Springs, Florida 34689

#### ARTICLE VIII - SUBSCRIBERS

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

David W. Reitz  
707 Robin Avenue  
Palm Harbor, Florida 34683

#### ARTICLE IX - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon receipt by the Secretary of State's office.

#### ARTICLE X - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

## ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

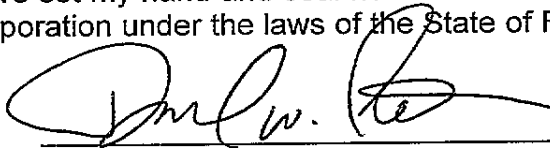
Alternately, such amendment may be made by the affirmation of a majority of the Directors and stockholders, without any requirement for meetings and notices thereof, if said majority of the Directors and stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made, in which case any such amendment shall become effective upon the execution of such a written statement by said majority.

## ARTICLE XII - MISCELLANEOUS PROVISIONS

It is the intention of the subscriber of this Corporation that the first Board of Directors have the option to adopt a plan under 26 U.S.C.A., Section 1371 through 1377, "Subchapter S" and to adopt a plan under Section 1244 of the Internal Revenue Code allowing a limited ordinary loss to individuals for loss on stock of a "small business corporation" which qualifies under said Code, as it may deem such plans appropriate for the financial benefit of the Corporation.

Additionally, the Board of Directors shall be empowered to enact or elect, or change the enactment or election of, any other federal and State provisions as it may deem appropriate for financial benefit of the Corporation. Any such enactments or elections shall be made through a majority vote of the Board of Directors of the Corporation.

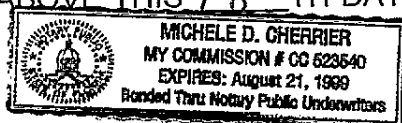
IN WITNESS WHEREOF, I have set my hand and seal hereto and acknowledge and file the foregoing Articles of Incorporation under the laws of the State of Florida this 18th day of November, 1997.

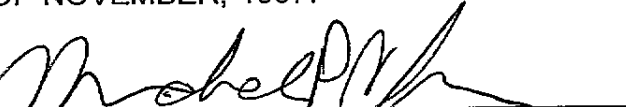
 (SEAL)  
David W. Reitz

STATE OF FLORIDA  
COUNTY OF PINELLAS

Before me personally appeared David W. Reitz, to me known to be the individual described in and executing the foregoing Articles of Incorporation, who acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE  
NAMED ABOVE THIS 18TH DAY OF NOVEMBER, 1997.



  
Notary Public

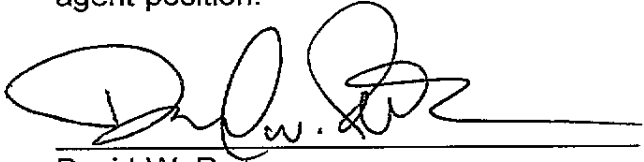
**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION: CAPITAL SECURITIES DEVELOPMENT GROUP, INC.

REGISTERED AGENT:

David W. Reitz  
707 Robin Avenue  
Palm Harbor, FL 34683

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
David W. Reitz

Date: 11/12/97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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