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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: BRICK WALL RECORD DISTRIBUTORS, INC.

AUDIT NUMBER.....H98000002376

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ARTICLES OF INCORPORATION
OF
BRICK WALL RECORD DISTRIBUTORS, INC.

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The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a Corporation under the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of the corporation is BRICK WALL RECORD DISTRIBUTORS, INC. with principal office and mailing address located at 1440 SOUTH WEST 85TH AVENUE, PEMBROKE PINES, FLORIDA 33029.

ARTICLE II
DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The Corporate existence shall commence as of filing of the Articles of Incorporation.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

The corporation is organized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of common stock at \$1.00 par value per share.

Filed by: PAMELLA B. WATSON, CPA, WATSON & COMPANY, P.A.
20401 NW 2ND AVENUE, SUITE #300 MIAMI, FLORIDA 33169
(305) 653-8865

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Holders of common stocks are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities.

ARTICLE V

REGISTER AGENT

BRICK WALL RECORD DISTRIBUTORS, INC., has named Anthony miller of 1440 South West 85th Avenue, Pembroke Pines, Florida 33029 as the initial Registered Agent to accept service of process within Florida. The principal place of business of the corporation in the state of Florida is 1440 South West 85th Avenue, Pembroke Pines, Florida 33029.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have two directors. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the Corporation. The name and street address of the three initial Directors are:

Anthony Miller	1440 SW 85th Avenue, Pembroke Pines, Fl 33029
Bobby Dixon	1440 SW 85th Avenue, Pembroke Pines, Fl 33029
Merva Dixon	1440 SW 85th Avenue, Pembroke Pines, Fl 33029

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ARTICLE VII

INCORPORATION

The name and address of the incorporator of these articles of Incorporation is Anthony Miller 1440 SW 85th Avenue, Pembroke Pines, Florida 33029.

ARTICLE VIII

BYLAWS

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

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise.

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ARTICLE X
AMENDMENT

This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, the 23 day of *December* 1997.


ANTHONY MILLER

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STATE OF FLORIDA)
COUNTY OF DADE)

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my Official Seal in the State and County aforesaid, this 23 day
of December 1997.

OFFICIAL NOTARY SEAL
P B WATSON
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC406051
MY COMMISSION EXP. SEPT 11, 1998

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**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED.**

In compliance with Sections 48.091 and 607.034, Florida Statutes
the following is submitted:

FIRST that BRICK WALL RECORD DISTRIBUTORS, INC., is desiring to
organize or qualify under the laws of the State of Florida with
its principal place of business at 1440 SW 85TH Ave., Pembroke
Pines, Florida 33029, has named ANTHONY WALKER of 1440 SW 85TH
Ave, Pembroke Pines, Florida 33029, as its Registered Agent to
accept service of process within Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby agree to act in this capacity, and I further agree to
comply with the provisions of all statutes relative to the proper
performance of my duties.

Dated this 23rd day of December, 1997.

BY: A. H. Miller
ANTHONY MILLER
Registered Agent

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CLERK OF STATE
TALLAHASSEE, FLORIDA