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February 3, 1998

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

000002431430--4
-02/16/98--01073--021
***122.50 ***122.50

Re: ARTISTAS CREATIVOS INTERNATIONAL, INC.

Gentlemen:

Please find enclosed two (2) copies of the Articles of Incorporation for the above-referenced corporation. Also enclosed is my check in the amount of \$122.50 to cover the cost of filing the Articles (\$35.00), Registered Agent Designation (\$35.00), and Certified copy (\$52.50). Please return the copy to the above address.

Thank you for your prompt attention to this matter.

Sincerely,



Bibi Robinson
Legal Secretary

Enclosures

Bibi Robinson GAVE
AUTHORIZATION BY PHONE TO
Translator CORRECT Creative Artists International, Inc.
DATE 2/7/98
DOC. EXAM BB

FILED
98 FEB 16 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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98 FEB 16 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ARTISTAS CREATIVOS INTERNATIONAL, INC.

ARTICLE I -- NAME

The name of this corporation is ARTISTAS CREATIVOS INTERNATIONAL, INC. The principle place of business and the mailing address of this corporation shall be: 3084 SW 27th Avenue, Suite 28, Miami, Florida, 33133.

ARTICLE II -- DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III -- PURPOSE

This corporation is organized primarily for the purpose of managing, producing, promoting, and/or acting as purchaser and/or broker for professional performing and/or recording artists; developing and marketing related products and services; and transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV -- CAPITAL STOCK

This corporation is authorized to issue 1000 shares of no par value common stock which shall be designated as "Common Stock".

ARTICLE V -- PRE-EMPTIVE RIGHTS

Pursuant to Florida Statutes §607.0630, as amended from time to time, every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI -- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 764 N.E. 111th Street, Biscayne Park, Florida, 33161, and the name of the initial registered agent of this corporation at that address is Geoffrey K. Robinson, Esq.

ARTICLE VII -- INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one (1) Director nor more than three (3). The name and address of the initial Board of Directors of the corporation is:

Javier Fernandez
3084 SW 27th Avenue, Suite #28
Miami, Florida 33133

ARTICLE VIII -- INCORPORATORS


The name and address of the Incorporator signing these Articles is: Geoffrey K. Robinson, 764 NE 111th Street, Biscayne Park, Florida, 33161.

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:

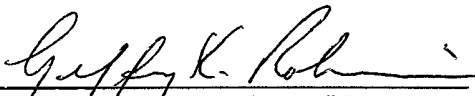
FIRST that ARTISTAS CREATIVOS INTERNATIONAL, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 3084 SW 27th Avenue, Suite #28, Miami, Florida, 33133, has named GEOFFREY K. ROBINSON, located at 764 N.E. 111th Street, Biscayne Park, Florida, 33161, as its agent to accept service of process within Florida.

Dated: FEB. 11, 1998



GEOFFREY K. ROBINSON
Incorporator

Having been named to accept service of process for the above named corporation, at the 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.



GEOFFREY K. ROBINSON
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA