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Michael I. Santucci
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CORRESPONDING OFFICE

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CORRESPONDING OFFICE

One Gateway Center
Suite 2600
Newark, New Jersey 07102

April 14, 1998

TRANSMITTAL LETTER

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

300002493603--8
-04/20/98--01061--010
*****70.00 *****70.00

SUBJECT: PLUTO RECORDS, INC.

Kindly find enclosed the original Articles of Incorporation for Pluto Records, Inc. along with a check in the amount of \$70.00 for the filing fee and designation of registered agent. Also enclosed is a photocopy of the Articles of Incorporation. Please return this to my office along with the filing date stamped on it.

Thank you,


MICHAEL I. SANTUCCI, ESQ.

FILED
98 APR 20 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared by:
Michael I. Santucci, Esq.
2455 East Sunrise Blvd., Suite 410
Fort Lauderdale, FL 33304
Telephone: (954) 561-0001
Florida Bar No. 0105260

98-4-22-98

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Pluto Records, Inc.

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TALLAHASSEE, FLORIDA

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2842 Pine Tree Drive
No.: 9
Miami Beach, FL 33140

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Hundred (100) Shares

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2455 East Sunrise Blvd., Suite 410
Fort Lauderdale, FL 33304
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ARTICLE IV PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE V RESTRICTIONS ON TRANSFER OF SHARES

No shares shall be issued or transferred without the express approval of the board of directors.

ARTICLE VI BOARD OF DIRECTORS

The number of directors constituting the initial board of directors shall be one (1), and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until his successors are elected and qualified is:

Brian E. Rochlin
2842 Pine Tree Drive
No.: 9
Miami Beach, FL 33140

ARTICLE VII INITIAL REGISTERED AGENT/ADDRESS

The name and address of the initial registered agent is:

Michael I. Santucci, Esquire
2455 East Sunrise Boulevard
Suite 410
Fort Lauderdale, FL 33304

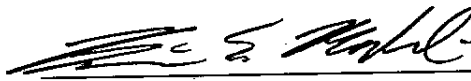
ARTICLE VIII INCORPORATOR

The name and street address of the incorporator to these Articles of

Incorporation is:

Brian E. Rochlin
2842 Pine Tree Drive
No.: 9
Miami Beach, FL 33140

The undersigned incorporator has executed these Articles of Incorporation
this 15th day of April, 1998.



BRIAN E. ROCHLIN

Prepared by:
Michael I. Santucci, Esq.
2455 East Sunrise Blvd., Suite 410
Fort Lauderdale, FL 33304
Telephone: (954) 561-0001
Florida Bar No. 0105260

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

PURSUANT TO FL. STAT. §607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT, IN THE STATE OF FLORIDA.

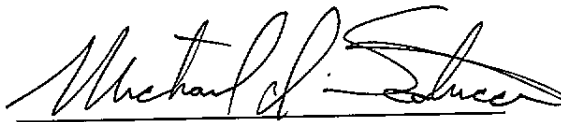
1. The name of the corporation is Pluto Records, Inc.
2. The name and address of the registered agent is:

Michael I. Santucci, Esquire
INTERNATIONAL BUILDING
2455 East Sunrise Boulevard
Suite 410
Fort Lauderdale, FL 33304

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT 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.

4/16/98
DATE


MICHAEL I. SANTUCCI, ESQ.