12ma392 THE UNITED STATES

ACCOUNT NO.: 072100000032

REFERENCE: 801723 119520A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : April 30, 199

ORDER TIME : 10:36 AM

CORPORATION

ORDER NO. : 801723-015

CUSTOMER NO: 119520A

CUSTOMER: Ms. Ivon Gallo

L & I GALLO ACCOUNTING

1200 Danbury Avenue

Davie, FL 33325

DOMESTIC FILING

NAME:

RHYTHM & NOTES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

__ CERTIFIED COPY

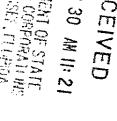
PLAIN STAMPED COPY

____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

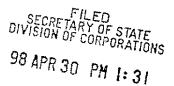
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DIVISION OF CORPORATIONS

98 APR 30 PM 1:31

ARTICLES OF INCORPORATION OF RHYTHM & NOTES, INC.



ARTICLES OF INCORPORATION OF RHYTHM & NOTES, INC.

The undersigned, for the purpose of forming a corporation under the Florida

Business Corporations Act do hereby adopt the following Articles of Incorporation:

ARTICLE I /

The name of the corporation is RHYTHM & NOTES, INC.

ARTICLE II OFFICES

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

7220 NW. 36 STREET SUITE 643 MIAMI, FL 33166

The corporation may have such other offices, either within or without the State of Florida, as the board of directors may designate, or as the business corporation may require from time to time.

ARTICLE III PURPOSE

The general purposes for which the corporation is organized are:

- 1. To engage in general services, including but not limited to: PROFESSIONAL SERVICES
- 2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV CAPITALIZATION AND SHARES

The number of shares which the corporation is authorized to issue is 1000 common shares at 1.00 par value.

ARTICLE V REGISTERED AGENT

The name and address of the initial registered agent shall be:

LUIS F. GALLO 7220 NW. 36 STREET SUITE 643 MIAMI, FL 33166

ARTICLE VI DIRECTORS

The number of directors constituting the initial board of directors is/are (1). The name and address of each director is:

LUIS F. GALLO 7220 NW. 36 STREET SUITE 643 MIAMI, FL 33166

President

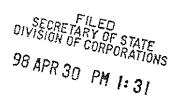
ARTICLE VII INCORPORATES

The name and address of each incorporate is:

PRESIDENT

LUIS F. GALLO
7220 NW. 36 STREET
SUITE 643
MIAMI, FL 33166

The undersigned has (have) executed these Articles of Incorporation this			
24	day of <u>April</u>	, 1998	
		Bu C	
		Signature/President	



CERTIFICATE OF DESIGNATION REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statues, the undersigned corporation, organized under the laws of the State of Florida, submits the following statements in designating the registered office / registered agent, in the state of Florida.

- 1. The name of the corporation is: RHYTHM & NOTES, INC.
- 2. The name and address of the registered agent and office is:

LUIS F. GALLO 7220 NW. 36 STREET SUITE 643 MIAMI, FL 33166

	Advo
Signatu	re/corporate officer
Title	President
Date_	04/24/98

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the 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 statues 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.

Signature

Date____04/24/98