

P98000040587
The Law Offices of
Mark S. Steinberg, P.A.

The Kendall Plaza Building
9719 South Dixie Highway
Suite #17
Miami, Florida 33156-2806

Telephone: (305) 669-8200
Facsimile: (305) 669-8249

May 1, 1997

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-05/05/98--01002--018
*****70.00 *****70.00

Ms. Beth Register
Corporate Specialist Supervisor
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
4-30-98

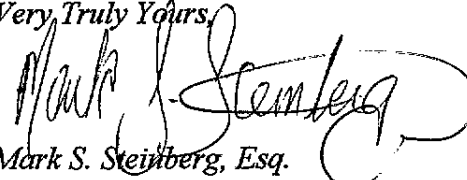
Re: Low Life Records, Inc.

Dear Ms Register:

Enclosed please find original and one copy of the Articles of Incorporation along with a copy of your letter and check number 0110 for \$70.00. We will not require a certified copy.

If you have any questions, you may reach me Monday through Friday between 9 a.m. and 5 p.m.

Very Truly Yours,


Mark S. Steinberg, Esq.

MSS/jas

FILED
98 MAY -5 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BR 5/5/98
W98-9327



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 27, 1998

MARK S STEINBERG, ESQUIRE
9719 S DIXIE HWY #17
PINECREST, FL 33156-2806

SUBJECT: LOW LIFE RECORDS INC.
Ref. Number: W98000009327

We have received your document for LOW LIFE RECORDS INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50.

The fees for profit and nonprofit, domestic or foreign are as follows:

Filings Fees:	\$35.00
Registered Agent	
Designation	\$35
Certified Copy	\$52.50
Total Fee Due	\$122.50

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 698A00022635

EFFECTIVE DATE
4-30-98

**ARTICLES OF INCORPORATION OF
LOW LIFE RECORDS, INC.**

The undersigned, Mark S. Steinberg, for the purpose of forming a Corporation pursuant to the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I
NAME

The name of this corporation shall be Low Life Records, Inc..

ARTICLE II
CORPORATE OFFICES

The principal office from which business activity shall be held and at which mail may be received shall be 11229 Southwest 164 Street Miami, Florida 33157.

ARTICLE III
CORPORATE DURATION

The existence of this corporation shall commence on the ³⁰~~15~~th day of April 1998 provided that if such day be unauthorized under law, then on the earliest day allowable pursuant to Florida Law for the commencement of corporate existence; and shall continue perpetually unless dissolved according to law.

ARTICLE IV
PURPOSE OR PURPOSES

The purpose of the corporation is to transact any and all lawful business within the music recording and performance industries and to do such other things as are incidental or necessary to accomplish that purpose.

ARTICLE V
CAPITALIZATION

The aggregate number of shares of stock this corporation is authorized to have outstanding at any time shall be one hundred (100) shares of common stock at one dollar (\$1.00) par value. All the aforementioned stock is to be issued as fully paid for and exempt from assessment. Capital stock may be paid for in money, property, labor, or services, at a just valuation to be fixed by the incorporators or by the Directors at a meeting called for such purposes.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

Mark S. Steinberg is hereby designated as the Resident Agent of this corporation upon whom process may be served. The street address of the initial registered office of this corporation is 9719 South Dixie Highway Suite 17, Pinecrest, Florida 33156-2806.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The business of this corporation shall be conducted by a Board of Directors of not less than one (1) director, the exact number to be fixed by the By-laws of this corporation. Directors need not be stockholders. The initial director shall be the incorporator named below who shall hold office until the first meeting of incorporators and until the successor director or directors are elected and have qualified.

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is Mark S. Steinberg, 9719 South Dixie Highway Suite 17, Pinecrest, Florida 33156-2806.

ARTICLE IX
BY-LAWS

The By-laws of this corporation may be created, altered, or amended by the directors in the following manner:

(a) At any regular meeting, any director may propose an addition or amendment to the By-laws and such proposal shall thereafter be considered by the directors. A majority of the shareholders shall ultimately decide on any alterations, amendments, or deletions.

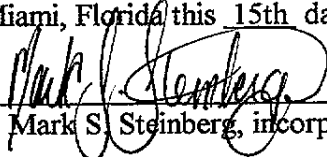
(b) Notice of any such alteration of the By-laws shall be given not more than ten (10) days after said vote and each director shall be given a copy, as well as the Office of the Secretary of State.

ARTICLE X
INDEMNIFICATION

To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as officer or director of the corporation, and each person who serves at the request of the corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his or her being director or officer or by reason of any action alleged to have been taken or omitted by him or her as a director or officer.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything therein contained restrict the right of the corporation to indemnify or reimburse such persons in any proper case even though not specifically provided for herein.

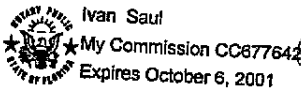
Executed by the undersigned incorporator at Miami, Florida this 15th day of April, 1998.



Mark S. Steinberg, incorporator

State of Florida)
) ss
County of Miami-Dade)

Before me the undersigned authority, personally appeared Mark S. Steinberg, known to me personally and who executed and subscribed the foregoing Articles of Incorporation and acknowledged before me that he executed the same and subscribed to the same for the purposes therein expressed.



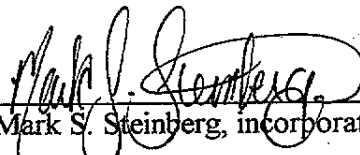
Notary Public:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

In compliance with Florida Statutes, the following is submitted:

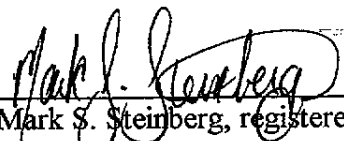
FIRST — that Low Life Records, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business, as indicated in the Articles of Incorporation, at the City of Miami, County of Miami-Dade, State of Florida, has named Mark S. Steinberg, located at 9719 South Dixie Highway, Suite 17, City of Pinecrest, County of Miami-Dade, and State of Florida, as its agent to accept service of process within the State of Florida.


Mark S. Steinberg, incorporator

Dated: 4/17/98

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to the proper and complete performance of my duties.


Mark S. Steinberg, registered agent

Dated: 4/17/98