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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY 15 AM 10:48

ABRAMS, ABRAMS & ETTER, P.A.  
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ONE FINANCIAL PLAZA  
SUITE 2626  
FORT LAUDERDALE, FLORIDA 33394  
(954) 768-9998  
FAX (954) 523-5306

PLEASE REPLY TO: MIAMI

May 11, 1998

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Secretary of State  
Division of Corporations  
The Capital  
Tallahassee, Florida

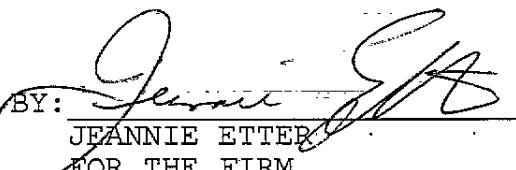
Re: A.P. Mestre, Inc.

Dear Sir:

Enclosed please find original and copy of Articles of Incorporation for the above corporation, together with our check in the sum of \$70.. Kindly register this corporation and return a conformed copy of the Articles to the undersigned at the above address. Your anticipated cooperation is sincerely appreciated.

Sincerely,

ABRAMS, ABRAMS & ETTER, P.A.

BY:   
JEANNIE ETTER  
FOR THE FIRM  
JE/jh  
Enclosures

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D. BROWN MAY 18 1998

ARTICLES OF INCORPORATION

OF

A. P. MESTRE, INC.

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

ARTICLE I. - CORPORATE NAME

The name of this corporation is: A P MESTRE, INC.

ARTICLE II. - PERIOD OF DURATION

The duration of this corporation is to be perpetual.

ARTICLE III. - PURPOSES AND POWERS

Section I. - Purposes.

The purposes for which this corporation is organized are as follows: To engage in any activity of business permitted under the laws of the United States and the State of Florida.

Section 2. - Powers.

This corporation shall have all powers specified in Chapter 607, Florida Statutes, the Florida Business Corporation Act.

ARTICLE IV. - STOCK CLAUSES

The aggregate number of shares which this corporation shall have authority to issue is 500 shares with a par value of \$1.00 per share. The corporation shall not have the authority to issue shares in series.

ARTICLE V. - MINIMUM CAPITAL FOR COMMENCING BUSINESS

This corporation will not commence business until at least \$500.00 has been received as consideration for the issuance of shares.

ARTICLE VI. -- CORPORATION ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is: 155 N.E. 15 Street, Unit 11, Miami, Florida 33132. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII. - DIRECTORS

This corporation shall have not less than one director. Initially the directors shall consist of one member. The name and address of the person who is to serve as director until the first annual meeting of shareholders or until her successor is elected and qualify is as follows:

PATRICIA M. MESTRE  
155 N.E. 15 Street  
Unit 11  
Miami, Florida 33132

The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but the number of directors shall never be less than one.

ARTICLE VIII. - INFORMATION ON INCORPORATORS/SUBSCRIBERS

The name and address of the incorporator of this corporation is: PATRICIA M. MESTRE, 155 N.E. 15 Street, Unit 11, Miami, Florida 33132.

ARTICLE IX. - REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of this corporation is: 155 N.E. 15 Street, Unit 11, Miami, Florida 33132. The name of the initial registered agent of this corporation at that address is: PATRICIA M. MESTRE.

ARTICLE X. - PREEMPTIVE RIGHTS AND RELATED MATTER

Section 1. - Statement of Preemptive Rights

After the first 500 shares of this corporation's authorized shares have once been issued, each holder of shares in this corporation shall have the first right to purchase shares (and securities convertible into shares) of this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights.

Section 2. - Prohibition of Issue of Shares For Other Than Money.

Shares in this corporation shall not be issued for consideration other than money or in payment of a debt of corporation, without the unanimous consent of all the shareholders.

ARTICLE XI. - PROVISIONS FOR REGULATION OF THE CORPORATION'S  
INTERNAL AFFAIRS      Section 1. - Meetings of Shareholders and  
Directors

Meetings of the shareholders and directors of this corporation may be held either within or without the State of Florida at such place or places as may from time to time be designated in the by-laws or by resolution of the Board of Directors.

Section 2. - By-Laws.

The initial by-laws of this corporation shall be adopted by its Board of Directors. The power to amend or repeal the by-laws or to adopt new by-laws shall be in the shareholders, but the affirmative vote of a majority of the shareholders of the shares outstanding shall be necessary to exercise that power. The by-laws may contain any provision for the regulation and management of this corporation which are consistent with the Florida Business Corporation Act and these Articles of Incorporation.

Section 3. - Contracts in Which Directors Have An Interest.

No contract or other transaction of this corporation with any person, firm or corporation or no contract or other transaction in which this corporation is interested shall be invalidated or affected by:

A. The fact that one or more of the directors of this corporation is interested in or is a director or officer of another corporation; or

B. The fact that any director, individually or jointly with others, may be a party to or may be interested in the contract or transaction; and each person who may become a director of this corporation is hereby relieved of any liability that might otherwise arise by reason of his contracting with this corporation for the benefit of himself or any firm, or corporation in which he may be interested.

Section 4. - Compensation of Directors.

The Board of Directors shall have the authority to make provision for reasonable compensation to its members for its services as directors and to fix the basis and conditions upon which this compensation shall be paid. Any director may also serve the corporation in any other capacity and receive compensation therefrom in any form.

Section 5. - Restrictions on Right To Transfer or Hypothecate Voting Shares.

No shareholder shall have the right or power to pledge, hypothecate, sell or otherwise dispose of any voting share or shares of capital stock of this corporation without first offering the said voting share or shares of stock for sale or other disposition to the other voting shareholders of this corporation. Before such sale or hypothecation may take place, the selling or hypothecating shareholder shall first give notice to the Secretary of this corporation of his intention to dispose of said shares. Such notice shall contain the price or other consideration per

share, the terms upon which such disposition is to be made and the name and address of the person or persons to whom such distribution is to be made. The delivery of such notice shall constitute an offer by the shareholder delivering the same to pledge, hypothecate, sell or otherwise dispose of said voting shares to the offeree shareholder(s) for the consideration and upon the terms stated in said written notice. If the offer is not accepted within thirty days of delivery of the same to the Secretary of this corporation, then the shareholder delivering said offer may sell, hypothecate or otherwise dispose of said shares to the proposed third party on the terms contained in the offer.

Section 6. - Deadlocks.

If the Board of Directors shall be equally divided respecting the management of the property, business and affairs of the corporation, or any aspect thereof or any transaction involved therein, or shall be equally divided on any question, dispute or controversy and such equal division concerns a proper subject for action by the Board, no shareholder or director shall have the right to have the corporation dissolved or shall have any other legal right in a suit at law or in equity because of such deadlock. Any such equal division shall be promptly submitted to binding arbitration by a panel of arbitrators of the American Arbitration Association in accordance with its Rules of Commercial Arbitration then in effect. The arbitrators appointed shall consist of three persons each knowledgeable and experienced in the music and

entertainment industries. The decision of the arbitrators shall be final and conclusive and shall be the equivalent of a resolution unanimously passed by the full Board at a meeting duly convened and shall not be revoked or amended or overruled except by unanimous action by the Board of Directors or the shareholders of the corporation.

THE UNDERSIGNED, being the subscriber to these Articles of Incorporation, does hereby make, subscribe, acknowledge and file these Articles of Incorporation, and certify that the facts stated herein are true and accordingly has set his hand and seal this 6th day of May, 1998.

Patricia M. Mestre  
PATRICIA M. MESTRE

STATE OF FLORIDA     )  
                                  ) ss:  
COUNTY OF DADE     )

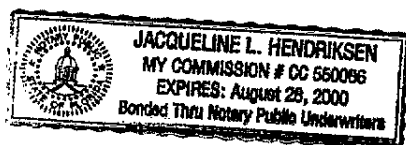
BEFORE ME, the undersigned authority, personally appeared PATRICIA M. MESTRE, who being first duly sworn, under oath, and personally known to me, stated to and before me that he signed the same for the purposes stated and that the facts stated therein are true and correct.

WITNESS my hand and seal at Dade County, Florida on this the 11th day of May, 1998.

Jacqueline L. Hendriksen  
NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:

Art1





ACCEPTANCE OF REGISTERED AGENT

Patricia M. Mestre having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Patricia M. Mestre  
PATRICIA M. MESTRE

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