

6/12/98

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305)358-2571

ACCT#: 070744001530

FAX #: (305)358-7832

NAME: MBR MIAMI BEACH RECORDS INC.
AUDIT NUMBER.....H98000010989
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 12, 1998

ACE INDUSTRIES, INC.

ATTN: NEYSA

SUBJECT: MBR MIAMI BEACH RECORDS INC.
REF: W98000013553

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Neysa Culligan
Document Specialist

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Neysa, I tried my best to
lighten the print on the copier.
These are the customer's articles.
I hope these are legible.
Thanks, ERIC

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MBR MIAMI BEACH RECORDS INC.

ARTICLE I

The name of this corporation is: **MBR MIAMI BEACH RECORDS INC.**

ARTICLE II

This corporation is organized for the purpose of transacting any or all lawful business and to have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized under the laws under which the corporation is organized, and any and all acts amendatory thereof and supplemental thereto.

To take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, improve, develop, divide, and otherwise handle, deal in, and dispose of real estate, real property, and any interest or right therein.

This corporation shall be manufacturers, distributors, and exporters of all types of music records.

ARTICLE III

This corporation is authorized to issue 500 shares of \$ 100.00 Par value common stock. No other class of stock is authorized.

Prepared by:
ace! Industries, Inc.
54 Northwest 11th St.
Miami, FL 33136
(305) 358-2571

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ARTICLE IV

The street address of the initial principal office of this corporation is: 350 Lincoln Building Suites 412 and 414, Miami Beach, Florida 33139-3148.

The name of the initial registered agent of this corporation at the above address is: Juan De Dios Torres.

The street of the initial registered agent of this corporation is: 17911 N.W. 66th Court Circle, Miami Lakes, Florida 33015.

ARTICLE V

This corporation shall have four Directors initially. The number of Directors may be either increased or diminished from time to time by the laws, but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
1- Juan De Dios Torres	17911 N.W. 66th Court Circle, Miami Lakes, FL 33015
2- Cathy Longo	1571 Euclid Avenue Apt. #6, Miami Beach, FL 33139
3- Hector Mesa	17911 N.W. 66th Court Circle, Miami Lakes, FL 33015
4- Mauricio Montano	219 N.W. 109th Avenue Apt. #8, Miami, FL 33172

ARTICLE VI

The name and address of the person signing these Articles is:

Juan De Dios Torres 17911 N.W. 66th Court Circle, Miami Lakes, FL 33015

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ARTICLE VII

The name(s) and address(es) of the initial Officer(s) of this corporation (are) (is) :

Juan De Dios Torres	17911 N.W. 66th Court Circle, Miami Lakes, FL 33015
Cathy Longo	1571 Euclid Avenue Apt. #6, Miami Beach, FL 33139
Hector Mesa	17911 N.W. 66th Court Circle, Miami Lakes, FL 33015
Mauricio Montano	219 N.W. 109th Avenue Apt. #6, Miami, FL 33172

ARTICLE VIII

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act. The Board of Director(s) and the Shareholders shall have the power to adopt, alter, amend or repeal the by-laws of this corporation.

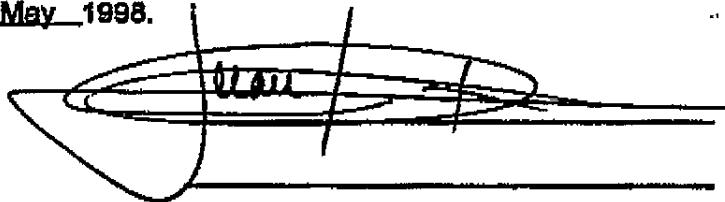
ARTICLE IX

The corporation shall indemnify any and all Officer(s) or Director(s), or any former Officer or Director, to the full extent permitted by law for all acts done on behalf of the corporation.

ARTICLE X

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 1st day of May, 1998.



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said Act:

First, That MBR Miami Beach Records Inc.

desiring to organize under the laws of the State of Florida with its principal office, as
indicated in the Articles of Incorporation at City of Miami Beach, County of Miami-Dade,
State of Florida, has named Juan De Dios Torres located at 17911 N.W. 66th Court
Circle, City of Miami Lakes, County of Miami-Dade, State of Florida, as its agent to
accept service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at
place designated in this certificate, I hereby accept to act in this capacity, and agree to
comply with the provision of said Act relative to keeping open said office.

By: [Signature]
Resident Agent

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TALLAHASSEE, FLORIDA

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STATE OF FLORIDA)
) ss
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared

Juan De Dios Torres

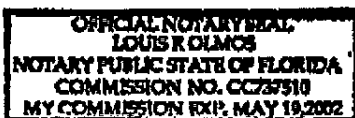
known to me and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that (s)he executed these Article of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 1st day of May 1998.



Notary Public,
State of Florida at Large

My commission expires:



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