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NAME: THARANGINI MUSIC USA INC.

AUDIT NUMBER.....H98000011476

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION

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OF

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THARANGINI MUSIC USA INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: THARANGINI MUSIC USA INC. The address of the principal office of this corporation shall be 2750 N.E. 57th Street, Fort Lauderdale, FL 33308, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 200 shares of common stock having \$1 par value per share.

THIS INSTRUMENT PREPARED BY:
ANDREW M. IVES FBN 964115
GENET, CRISCUOLO, & MILGRIM, P.A.
99 N.E. 167 STREET
North Miami Beach, Florida 33162
305-653-0455

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ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 2750 N.E. 57th Street, Fort Lauderdale, FL 33308, and the name of the initial registered agent of the corporation at that address is Andrew Ives, Esq., GENET, CRISCUOLO & MILGRIM, P.A., 99 N.E. 167th Street, North Miami Beach, FL 33162.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S Corporation.

ARTICLE VIII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The name and street address of the initial members of the Board of Directors

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are:

K.J. Yesudas, 2750 N.E. 57th Street, Fort Lauderdale, FL 33308;

Prabha Yesudas, 2750 N.E. 57th Street, Fort Lauderdale, FL 33308.

ARTICLE IX. OFFICERS

The names and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

NAME	ADDRESS
K.J. Yesudas, President,	2750 N.E. 57th Street, Fort Lauderdale, FL 33308;
Prabha Yesudas, Vice-President,	2750 N.E. 57th Street, Fort Lauderdale, FL 33308;
Vinod Yesudas, Secretary and Treasurer,	2750 N.E. 57th Street, Fort Lauderdale, FL 33308.

ARTICLE X. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Prabha Yesudas, 2750 N.E. 57th Street, Fort Lauderdale, FL 33308.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on this 4th day of June, 1998.

WITNESSES:

MAKIA E. LEWA
PRINT NAME: MAKIA E. LEWA

MAKIA E. LEWA
PRINT NAME: MAKIA E. LEWA

Prabha Yesudas
Prabha Yesudas

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STATE OF FLORIDA

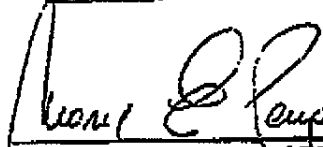
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COUNTY OF BROWARD

I HEREBY CERTIFY THAT ON THIS DAY, BEFORE ME, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared Prabha Yesudas, who has produced _____ as identification, or personally known to me to be the person (s) who subscribed to the foregoing Articles of Incorporation, and she did subscribe thereto for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal in the County and State above set forth this 9 day of June, 1998.

MY COMMISSION EXPIRES:


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE
Print Name: MARIA E. PEÑA

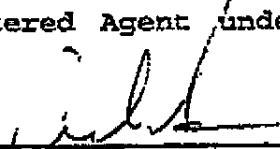
OFFICIAL NOTARY SEAL
MARIA PEÑA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC39547
EXPIRATION DATE JULY 24, 1998

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION

THE UNDERSIGNED, having been designated Registered Agent in
the above and foregoing Articles, is familiar with and accepts the
obligations of the position of Registered Agent under Section
607.0505, Florida Statutes.


Andrew Ives

J:\CLT\YESUDAS\THARANGI.TMC--

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TALLAHASSEE, FLORIDA

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