

8/14/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 110432003053
CONTACT: ~~BOB~~ ~~WILLIAMS~~ *Greg*
PHONE: (305)672-0686 FAX #: (305)672-9110

NAME: ABYDOS MUSIC, INC.
AUDIT NUMBER.....H98000015135
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 4
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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Abydos Music, Inc.

Article II. Address

The mailing address of the Corporation is:
Abydos Music, Inc.
7335 S.W. 135th Court
Miami FL 33183

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Robert R. Adams
701 Brickell Avenue
Suite 2150
Miami FL 33131

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Eduardo E. Barturen

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Robert R. Adams | FL Bar Member 863238
Adams, Gallinar, Iglesias & Meyer, P.A.
701 Brickell Avenue
Suite 2150
Miami FL 33131
305-416-6800

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

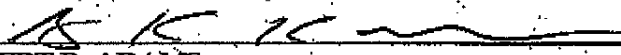
The name and address of the incorporator is:

Robert R. Adams
Adams, Gallinar, Iglesias & Meyer, P.A.
701 Brickell Avenue
Suite 2150
Miami FL 33131

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on August 14, 1998.

The undersigned incorporator executed these Articles of Incorporation on August 14, 1998.


ROBERT R. ADAMS

by G.K. Kuroda as attorney-in-fact

Robert R. Adams I FL Bar Member 863238
Adams, Gallinar, Iglesias & Meyer, P.A.
701 Brickell Avenue
Suite 2150
Miami FL 33131
305-416-6800
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Abydos Music, Inc.

REGISTERED AGENT/OFFICE:

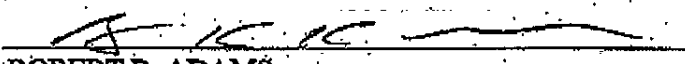
**Robert R. Adams
701 Brickell Avenue
Suite 2150
Miami FL 33131**

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TALLAHASSEE, FLORIDA

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


ROBERT R. ADAMS
by G.K. Kuroda as attorney-in-fact

Date: August 14, 1998.

Robert R. Adams | FL Bar Member 863238
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