

8/18/98

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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
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NAME: ALLIANCE ENTERTAINMENT GROUP, INC.

AUDIT NUMBER.....H98000015360

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

CERT. OF STATUS..0

PAGES..... 1

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H98-15360

ARTICLES OF INCORPORATION

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Article 1: Name of Corporation: ALLIANCE ENTERTAINMENT GROUP, INC.

Address of Corporation: 11840 NORTHEAST 19 DRIVE, #8
MIAMI, FL 33181

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TALLAHASSEE, FLORIDA

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 100, with a par value of \$0.01.
(PAR VALUE IS NOT REQUIRED).

Article 3: REGISTERED AGENT: JOYCE HAHN

REGISTERED OFFICE: 11840 NORTHEAST 19 DRIVE, #8
MIAMI, FL 33181

* I am familiar with and hereby accept the duties and responsibilities as Registered Agent for said corporation.

08 / 17 / 98
Date



Signature of Registered Agent

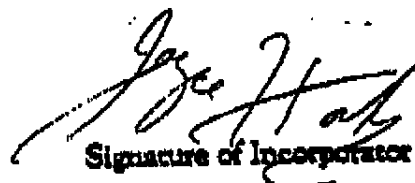
Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED).
First listed is President, second is Vice President, then Secretary/Treasurer.

1. JOYCE HAHN, 11840 NORTHEAST 19 DRIVE, #8, MIAMI, FL 33181
- 2.
- 3.

Article 5: The NAME and ADDRESS of the INCORPORATOR is:

JOYCE HAHN, 11840 NORTHEAST 19 DRIVE, #8, MIAMI, FL 33181

In witness whereof, I have subscribed my name:


Signature of Incorporator

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Prepared by: Ace Industries, Inc., 54 NW 11th Street, Miami, FL 33136, (305) 358-2571