

3
TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

P98000087847

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 13 AM 9:50

SUBJECT: MUSIC N' MORE, INC.
(Proposed corporate name - must include suffix)

400002662294--0
-10/13/98--01025--001
****131.25 *****87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Michael Lefferts
Name (Printed or typed)

12555 BISCAYNE BLVD., Suite 921
Address

N. MIAMI, FL 33181
City, State & Zip

305-893-8300
Daytime Telephone number

796 50933

F. CHESSER OCT 14 1998

NOTE: Please provide the original and one copy of the articles.

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
MUSIC N' MORE, INC.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: MUSIC N' MORE, INC.

SECOND: THE STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT, THE MAILING ADDRESS OF THE CORPORATION IS: 12555 BISCAYNE BOULEVARD, SUITE 921, N. MIAMI, FLORIDA 33181.

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: ONE THOUSAND (1,000), NO PAR VALUE.

FOURTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 12555 BISCAYNE BOULEVARD, SUITE 921, N. MIAMI, FLORIDA 33181, AND THE NAME OF ITS REGISTERED AGENT AT SUCH ADDRESS IS MICHAEL LEFFERTS.

FIFTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS TWO (2), AND THE NAME AND ADDRESS OF EACH PERSON WHO IS TO SERVE AS DIRECTOR UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THE SUCCESSORS ARE ELECTED AND SHALL QUALIFY IS:

Michael Lefferts
c/o MUSIC N' MORE, INC.
12555 Biscayne Boulevard, Suite 921
N. Miami, Fla. 33181

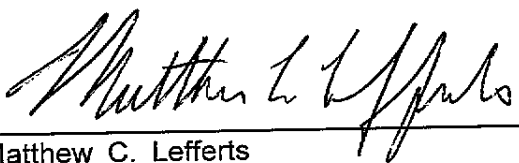
Allen Goldstein
22 Candle Lane
East Brunswick, NJ 08816

SIXTH: THE NAME AND ADDRESS OF THE SOLE INCORPORATOR IS:

Matthew C. Lefferts

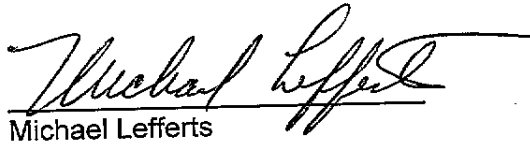
60 West 66th Street, Apt. 231, New York, NY 10023

THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION
THIS 7TH DAY OF OCTOBER, 1998.


Matthew C. Lefferts

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION
607.0501 (3) F.S.: MICHAEL LEFFERTS IS FAMILIAR WITH AND
ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

DATED: October 9, 1998.


Michael Lefferts

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