

P980000 96826
GREENBERG
ATTORNEYS AT LAW
TRAURIG

BURT BRUTON
(305) 579-0593

November 9, 1998

Florida Division of Corporations
DOMESTIC CHARTER SECTION
P.O. Box 6327
Tallahassee, FL 32314

**CERTIFIED MAIL/
RETURN RECEIPT REQUESTED**

900002687469--4
-11/13/98--01086--012--
****122.50 *****78.75

Re: TROPICAL RECORDING, INC.

Enclosed herewith are three duly executed originals of the articles of incorporation for the captioned corporation.

Also enclosed is a check in the amount of \$122.50 to cover the cost of filing and one certified copy. Please stamp the third copy and return to me.

Should anything further be required, please do not hesitate to contact me. Thank you for your assistance.

Sincerely,


BURT BRUTON

BB/wp
Enclosures
File No. 99999.926223

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 13 AM 8:10

B. BROCK NOV 18 1998

GREENBERG TRAURIG HOFFMAN LIPOFF ROSEN & QUENTEL, P.A.
1221 BRICKELL AVENUE MIAMI, FLORIDA 33131 305-579-0500 FAX 305-579-0717
MIAMI NEW YORK WASHINGTON, D.C. PHILADELPHIA SAO PAULO
FORT LAUDERDALE WEST PALM BEACH ORLANDO TALLAHASSEE BOCA RATON

ARTICLES OF INCORPORATION

OF

TROPICAL RECORDING, INC.

ARTICLE I

The name of the corporation is TROPICAL RECORDING, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 2451 Brickell Avenue, No. 19EF, Miami, Florida 33129.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

| <u>Number of Shares Authorized</u> | <u>Par Value Per Share</u> | <u>Class of Stock</u> |
|---|---------------------------------------|----------------------------------|
| 1,000 | \$.01 | common |

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

(1) On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or

(2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office in the State of Florida is 2451 Brickell Avenue No. 19EF, Miami, Florida 33129, City of Miami, County of Miami-Dade, and the name of its initial registered agent at such office is Burt Bruton.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 13 AM 8:10

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws.


ARTICLE VII

The name of the Incorporator is Burt Bruton and the address of the Incorporator is 2451 Brickell Avenue, No. 19EF, Miami, Florida 33129.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 9th day of November, 1998.


Burt Bruton
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of TROPICAL RECORDING, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.


Burt Bruton, Registered Agent

Dated: November 9, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 13 AM 8:10