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LAW OFFICES

JEAN S. PERWIN

INGRAHAM BUILDING • SUITE 623

25 SOUTHEAST SECOND AVENUE

MIAMI, FLORIDA 33131

(305) 372-1630 • FAX (305) 381-9834

EFFECTIVE DATE

11-15-98

November 19, 1998

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

800002693378--0

-11/23/98--01038--004

****122.50 *****78.75

RE: Cedar Music Corporation

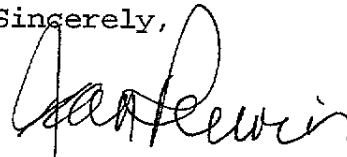
Dear Sir or Madam:

Enclosed please find:

1. Articles of Incorporation on behalf of Cedar Music Corporation.
2. A check in the amount of \$122.50 for the filing fees.

If you have any questions regarding this filing, please do not hesitate to contact me.

Sincerely,



JEAN S. PERWIN

JSP:alc
Enclosures

FILED
98 NOV 23 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten initials and date: 11-22-98

**ARTICLES OF INCORPORATION
OF
CEDAR MUSIC CORPORATION**

FILED
98 NOV 23 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

11-15-98

ARTICLE I - NAME

The name of the corporation is **Cedar Music Corporation** and the principal address of the corporation is: 1069 N.E. 91 Terrace, Miami Shores, Florida 33138.

ARTICLE II - DURATION

The period of the duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence upon **November 15, 1998**.

ARTICLE III - PURPOSES

The purpose or purposes for which the corporation is organized are music publishing and any other lawful purpose.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand shares of common stock (1,000) par value \$1.00 per share.

ARTICLE V - REGISTERED AGENT

The street address and city of the registered office of the corporation is 1069 N.E. 91 Terrace, Miami Shores, Florida 33138 and the name of its initial registered agent at such address is **Michael Suman**.

ARTICLE VI - INCORPORATORS

The name and address of the person signing these
Articles is:

Michael Suman
1069 N.E. 91 Terrace
Miami Shores, Florida 33138

The power to adopt, alter, amend or repeal Bylaws shall be vested solely
in the Board of Directors.

ARTICLE VII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions
contained in the Articles of Incorporation or any amendment to them. Any
right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed
these Articles of Incorporation on the 3rd day of November 1998.

Michael S. Suman

Michael Suman

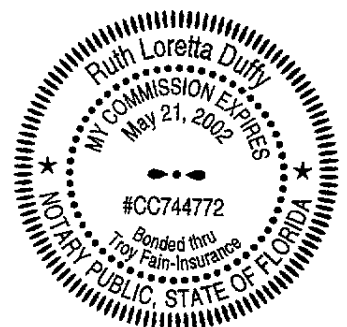
STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

The foregoing was acknowledged before me this 3rd day of
November 1998, by **Michael Suman**, who is personally known to me
or who has produced Drivers License as identification and
who did/did not take an oath.

Ruth Loretta Duffy
NOTARY PUBLIC

NAME OF NOTARY: Ruth Loretta Duffy

COMMISSION NO.: CC 744772



**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF
PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

THAT, **Cedar Music Corporation** desiring to organize under the laws of the State of Florida, as a for profit organization, with its principal office 1069 N.E. 91 Terrace, Miami Shores, Florida 33138, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Michael Suman

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98 NOV 23 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA