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LAW OFFICES  
MITCHELL D. KLEIN, P.A.

MITCHELL D. KLEIN

GISELA NANSON TORRES

OF COUNSEL

RONALD R. TORRES

STUART G. ISREALSON

November 18, 1998

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-11/23/98--01087--015

\*\*\*\*122.50 \*\*\*\*\*78.75

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Graf Records, Inc.

To Whom It May Concern:

Enclosed please find an original and one (1) copy of the Articles of Incorporation, regarding the above-named corporation. Also, enclosed please find our check in the amount of One Hundred Twenty Two and 50/100 (\$122.50) Dollars, representing the following:

Filing Fee	\$ 35.00
Registered Agent Fee	\$ 35.00
Certified Copy	<u>\$ 52.50</u>
	\$122.50

Please file the original Articles, and return one (1) certified copy to this office.

Thank you for your cooperation in this matter.

Very truly yours,

MITCHELL D. KLEIN, P.A.

*Gisela Nanson Torres*  
Gisela Nanson Torres

GNT/sg  
enc.  
Sg1608

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOV 23 PM 2:20

FILED

ARTICLES OF INCORPORATION  
OF  
GRAF RECORDS, INC.

98 NOV 23 PM 2:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, as Subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby files these Articles of Incorporation to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME: The name of the corporation is GRAF RECORDS, INC.

ARTICLE II. PURPOSES AND POWERS OF THE CORPORATION: The corporation may engage in any business or activity permitted under the laws of the United States of America and the State of Florida.

ARTICLE III. CAPITAL STOCK: The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Thousand shares of common stock having a par value of One Dollar.

ARTICLE IV. TERM OF EXISTENCE: The corporation is to exist perpetually.

ARTICLE V. DIRECTORS: The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by By-Laws adopted by the shareholders but the number of directors shall never be less than one (1).

ARTICLE VI. FIRST BOARD OF DIRECTORS: The name and post office address of the members of the first board of directors are:

Pauline Michels	P.O. Box 6476
	Hollywood, Florida 33021

ARTICLE VII. SUBSCRIBER: The name and post office address of the subscriber to these Articles of Incorporation is:

MITCHELL D. KLEIN, P.A.  
1120 E. Hallandale Beach Blvd.  
Hallandale, Florida 33009

ARTICLE VIII. AMENDMENTS: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intentions that a certain amendment to these Articles of Incorporation be made.

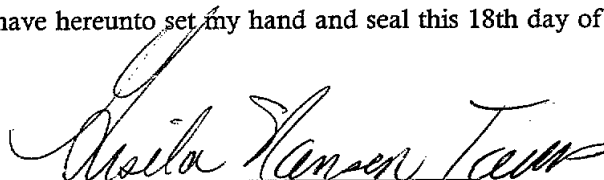
ARTICLE IX. CONTRACTS: No contract between this corporation and another

corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this corporation may be officers or directors of, or have any other interest in, the said other corporation, or by reason of the fact that one or more of the officers or directors of this corporation may be the other individual or individuals contracting with this corporation.

ARTICLE X. ADDRESS, REGISTERED OFFICE AND REGISTERED AGENT:

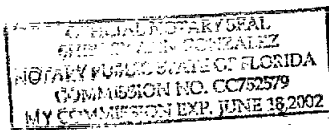
The initial post office address of the principal office of the corporation is P.O. Box 6476, Hollywood, Florida 33021, and the post office address of the registered office is 1120 E. Hallandale Beach Blvd., Hallandale, FL 33009 and the registered agent is Gisela Nanson Torres, Esquire.

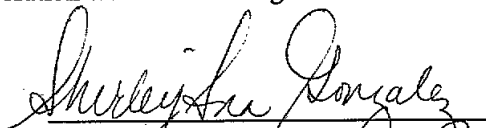
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 18th day of November, 1998.

  
GISELA NANSON TORRES

STATE OF FLORIDA     )  
                                  ) SS:  
COUNTY OF BROWARD)

The foregoing Articles of Incorporation were acknowledged before me this 18th day of November, 1998.



  
NOTARY PUBLIC, State of Florida

My Commission Expires:

ACKNOWLEDGEMENT OF REGISTERED AGENT

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

  
GISELA NANSON TORRES

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FILED  
98 NOV 23 PM 2:20  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA