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LAW OFFICES OF

ANDREW B. BLASI, P.A.

STANFORD CORPORATE PLAZA • SUITE 445
7900 GLADES ROAD
BOCA RATON, FLORIDA 33434
(561) 483-8700
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April 19, 1999

Via Overnight Courier

Secretary of State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

500002846715--2
-04/21/99--01091--016
****122.50 *****78.75

Re: Jack of Hearts Recording Corp.

Dear Sir or Madam:

Please find enclosed for filing Articles of Incorporation for the subject Corporation. Also enclosed is our check in the amount of \$122.50, to cover the filing fee. Please return the true and certified copy of the Articles of Incorporation to this office, to the attention of the undersigned.

Thank you for your assistance. Should you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,

Law Offices of ANDREW B. BLASI, P.A.

By: 
Andrew B. Blasi, Esq.

ABB/ab

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR 21 AM 7:36

FILED

4-20-99
55-025

ARTICLES OF INCORPORATION
OF
JACK OF HEARTS RECORDING CORP.

FILED
99 APR 21 AM 7:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

1. NAME. The name of the Corporation is JACK OF HEARTS RECORDING CORP.

2. PRINCIPAL OFFICE/MAILING ADDRESS. The principal office and mailing address of the Corporation is 7026 Carissa Circle, West Palm Beach, Florida 33406.

3. SHARES. The number of shares the Corporation is authorized to issue is one thousand (1000) shares. The par value for the authorized shares is One Dollar (\$1.00).

4. PREEMPTIVE RIGHTS. Each shareholder of the Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of the Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation, stating the prices, terms and conditions of the issue of shares, and inviting him exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

5. INITIAL REGISTERED OFFICE AND AGENT. The name and street address of the initial registered agent and office of the Corporation is:

Andrew B. Blasi, P.A.

7900 Glades Road
Suite 445
Boca Raton, FL 33434

6. INCORPORATORS.
Incorporators are:

The names and addresses of the

Frank Paul Castiglione

7026 Carissa Circle
West Palm Beach, FL 33406

Susan Alloy Del Rio

3300 N.E. 191 Street
Apt. 1409
Aventura, FL 33180

Carole Egan

2235 Spring Harbor Drive
Apt. R
Delray Beach, FL 33445

7. DIRECTORS.
Directors are:

The names and addresses of the initial

Frank Paul Castiglione

7026 Carissa Circle
West Palm Beach, FL 33406

Susan Alloy Del Rio

3300 N.E. 191 Street
Apt. 1409
Aventura, FL 33180

Carole Egan

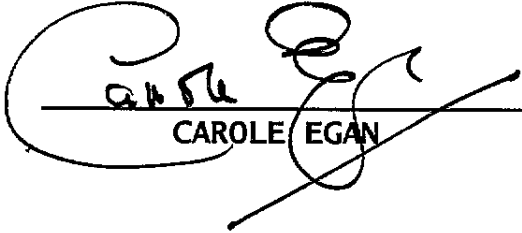
2235 Spring Harbor Drive
Apt. R
Delray Beach, FL 33445

8. PURPOSE. The purpose of the Corporation is to conduct all lawful business as is permissible under the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 16th day of April, 1999.


FRANK PAUL CASTIGLIONE

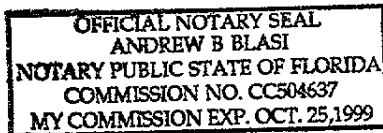

SUSAN ALLOY DEL RIO



CAROLE EGAN

STATE OF Florida
COUNTY OF Palm Beach

I HEREBY CERTIFY that on this 16th day of April, 1999, before me, an officer duly authorized in the State of Florida, County of Palm Beach, aforesaid to take acknowledgments, personally appeared Frank Paul Castiglione, Susan Alloy Del Rio and Carole Egan [] who are personally known to me [X] who have produced Fl. Drivers Licenses as identification, the persons described in and who executed the foregoing instrument and [X] who did [] who did not take an oath.

WITNESS my hand and official seal in the County of Palm Beach, State of Florida last aforesaid this 16th day of April, 1999.




Notary Public, State of Florida

My Commission Expires:

(PRINT NAME OF NOTARY PUBLIC)

ACCEPTANCE OF REGISTERED AGENT

Having been named as resident agent for the Corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations under the Florida Statutes.

ANDREW B. BLASI, P.A.

BY: 

ANDREW B. BLASI, PRESIDENT
(CORPORATE SEAL)

FILED
99 APR 21 AM 7:36
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA)
)ss.
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this 16th day of April, 1999, before me, an officer duly authorized in the State of Florida, County of Palm Beach, aforesaid to take acknowledgments, personally appeared Andrew B. Blasi, President of Andrew B. Blasi, P.A., who is personally known to me, and who is the person described in and who executed the foregoing instrument and [] who did [] who did not take an oath.

WITNESS my hand and official seal in the County of Palm Beach, State of Florida last aforesaid this 16th day of April, 1999.



Jill A. Zimmerman
MY COMMISSION # CG816955 EXPIRES
April 27, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

Jill A. Zimmerman
Notary Public, State of Florida

(Print Name of Notary)

My commission expires: