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STANLEY B. LEWIS

ATTORNEY AT LAW
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May 28, 1999

Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation:
LUMINAHDI RECORDS, INC.

7000002896917--1
-06/07/99-01127--017
*****78.75 *****78.75

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and Certificate Designating Place of Business for the above-referenced corporation along with Money Order #02-680583750 in the sum of \$78.75 for filing fee.

Please file both the Articles and Certificate of Designation for the corporation and **return a file marked certified copy of each document to the following:**

STANLEY B. LEWIS
ATTORNEY AT LAW
P.O. Box 69-3692
Miami, Florida 33269-3694

Thank you for your attention to this matter.

Sincerely,

Stanley B. Lewis
Stanley B. Lewis
Attorney at Law

Encls. (3)

FILED
JUN -7 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
6-10-99
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ARTICLES OF INCORPORATION

OF

LUMINAHDI RECORDS, INC.

FILED
99 JUN -7 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is LUMINAHDI RECORDS, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is at 15501 NE 6th Avenue, Suite D101, North Miami Beach, Florida 33162.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Ten Thousand (10,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize

the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 15501 NE 6th Avenue, Suite D101, North Miami Beach, Florida 33162, and LEMY WILLIAMS is the registered agent at that office.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the By-Laws.

The initial Board of Directors of the Corporation shall be comprised of:

LEMY WILLIAMS
15501 NE 6th Avenue, Suite D101
North Miami Beach, Florida 33162

ARTICLE IX - AMENDMENTS

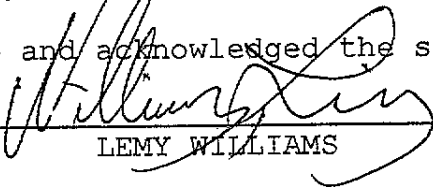
These Articles of Incorporation may be amended by the shareholders or board of directors, in the manner now or hereinafter prescribed by statute or set forth in the Corporation's By-Laws, so long as same does not conflict with the Florida Statutes.

ARTICLE X: INCORPORATOR

The incorporator of the Corporation is as follows:

LEMY WILLIAMS
15501 NE 6th Avenue, D101
North Miami Beach, Florida 33162

IN WITNESS WHEREOF, I, LEMY WILLIAMS, the undersigned incorporator, have signed these Articles of Incorporation on this 28th day of May, 1999 and acknowledged the same to be my act.


LEMY WILLIAMS

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was sworn to before me this 28th day of May, 1999 by LEMY WILLIAMS, who personally appeared before me at the time of notarization, and who has provided Florida Identification Card as identification.

NOTARY PUBLIC:

SIGN: Stanley B. Lewis

PRINT: STANLEY B. LEWIS

