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From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
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FLORIDA PROFIT CORPORATION OR P.A.

LA NOTA MUSICAL INC.
(THE MUSICAL NOTE INC.)

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 17, 1999

FAS-T

SUBJECT: LA NOTA MUSICAL INC.
REF: W99000019067

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent must sign accepting the designation.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: H99000020537
Letter Number: 599A00041467

**ARTICLES OF INCORPORATION
OF
LA NOTA MUSICAL INC.
(THE MUSICAL NOTE)**

ARTICLE I. NAME

The name of this corporation shall be:

LA NOTA MUSICAL INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue par value shares of common capital stock 100 Shares. Each stock certificate issued by this corporation shall carry the following legend: "These Shares are held subject to certain transfer restrictions imposed by this Corporation's Articles of Incorporation, A copy of which is on file at this Corporation's Principal Office."

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ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain
Transfer Restrictions Imposed By This Corporation's
Articles of Incorporation, A Copy of Which Is On
File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be 1.
The number of directors may be increased or decreased from time to time, as provided in
this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial
Board of Directors are:

LUIS RICARDO LOPEZ, 1043 N.W. 33 Street, Miami, Florida, 33127.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any
former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this
corporation's initial registered office shall be: 1043 N.W. 33 Street, Miami, Florida,
33127.

The name of the individual who shall serve as this corporation's initial registered
agent at that address is: LUIS RICARDO LOPEZ, 1043 N.W. 33 Street, Miami, FL 33127


ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's
incorporator are: LUIS RICARDO LOPEZ, 1043 N.W. 33 Street, Miami, FL 33127

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ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

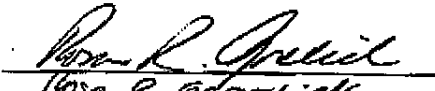
 / REGISTERED AGENT
LUIS RICARDO LOPEZ

I hereby accept my designation as resident agent and agree to serve as the resident agent of LA NOTA MUSICAL INC. (The Musical Note) and that I am familiar with and accept the duties and responsibilities as registered agent for LA NOTA MUSICAL INC. —

STATE OF FLORIDA

COUNTY OF MIAMI DADE

On August 17, 1999, LUIS RICARDO LOPEZ designated above as the individual who shall serve as the corporation's initial registered agent and incorporation, who is personally known to me, or produced a Florida Driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles of Incorporation of LA NOTA MUSICAL INC.


ROSA R. GORELICK
NOTARY PUBLIC FOR THE STATE OF
FLORIDA
My Commission Expires:

OFFICIAL NOTARY SEAL
ROSA R. GORELICK
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC777017
MY COMMISSION EXP. OCT. 19 2002