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ADORNO & ZEDER
A PROFESSIONAL ASSOCIATION

2601 SOUTH BAYSHORE DRIVE
SUITE 1600
MIAMI, FLORIDA 33133
TELEPHONE (305) 858-5555
WORLD WIDE WEB <http://www.adorno.com>

August 10, 1999

FACSIMILE
(305) 858-4777

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

Re: MERCENARY RECORDS, INC.

Dear Sir/Madam:

Enclosed please find an originally executed copy and one photocopy of the Articles of Incorporation for the above-captioned entity along with a check in the amount of \$122.50 made payable to the Florida Department of State. Please file the aforementioned document as soon as practicable and provide the undersigned with a certified copy thereafter.

Thank you in advance for your attention to this matter. Please feel free to contact the undersigned directly at (305) 860-7098 if there are any questions or comments.

Sincerely,

ADORNO & ZEDER, P.A.


Justin T. Wilson
Legal Assistant

encl.

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***122.50 ***78.75

ARTICLES OF INCORPORATION
of
MERCENARY RECORDS, INC.

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the provisions of Chapter 607 Florida Statutes:

ARTICLE I. NAME

The name of this corporation is Mercenary Records, Inc. (the "Corporation").

ARTICLE II. - ADDRESS

The principal business address and mailing address of the Corporation is: 20330-3 N.E. 3rd Ct., Suite 3, North Miami, Florida 33179

ARTICLE III. - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of Common Stock having a par value of \$.01 per share.

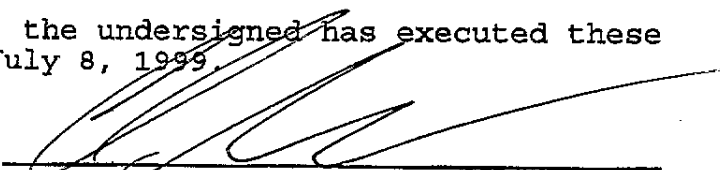
ARTICLE IV. - INITIAL REGISTERED
OFFICE AND AGENT

The initial registered office of this Corporation shall be at 20330-3 N.E. 3rd Ct., Suite 3, North Miami, Florida 33179 and the initial registered agent of this Corporation at such office shall be Clinton Forbes.

ARTICLE V. - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is Clinton Forbes, 20330-3 N.E. 3rd Ct., Suite 3, North Miami, Florida 33179.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on July 8, 1999.


Clinton Forbes, Incorporator

This instrument prepared by:
Marlon A. Hill, Esq.
2601 S. Bayshore Drive - #1600
Miami, Florida 33133
(305) 858-5555
Florida Bar No. 016484

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

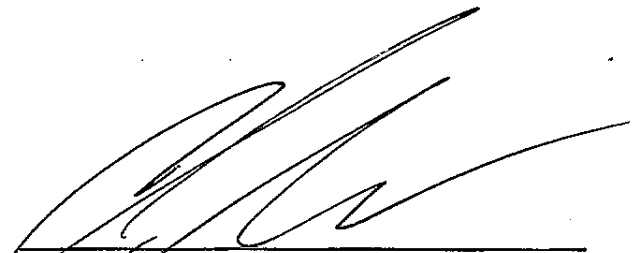
1. The name of the Corporation is:

MERCENARY RECORDS, INC.

2. The name and address of the registered agent and the registered office is: 20330-3 N.E. 3rd Ct., Suite 3, North Miami, Florida 33179.

Pursuant to Section 607.0501, Florida Statutes, the undersigned has been named to act as the registered agent of Wintel Communications, Inc., at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with Section 607.0505, Florida Statutes, relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Date: July 8, 1999


Clinton Forbes, Registered Agent

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TALLAHASSEE, FLORIDA