

The Law Offices of
Marc L. Goldman
9980 S.W. 83rd Avenue
Miami, Florida 33156

Phone: (305) 274-9121

Fax: (305) 274-3065

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

August 10, 1999

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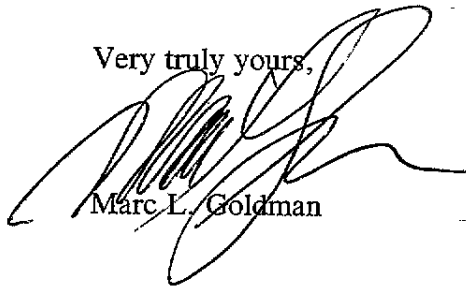
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Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for RX2 MUSIC PRODUCTIONS, INC., along with filing fee and certification fee in the amount of \$78.75. Please return the copy with filing stamp and certificate to the undersigned.

Thank you for your cooperation.

Very truly yours,



Marc L. Goldman

Enclosures

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ARTICLES OF INCORPORATION

OF

I.

RX2 MUSIC PRODUCTIONS, INC.

II.

The term for which this corporation shall exist shall be perpetual.

III.

The general nature of the business or businesses to be transacted by said corporation shall be as follows:

To own, lease, maintain, or otherwise conduct businesses related to the production, dissemination, recording, writing, copying, performing, sales or distribution of music, whether in recorded or written form; or anything related to the ownership, lease, sale of music rights or representation of such owners or lessors of music rights; or the management of such businesses or musicians or composers;

To market, invest in, buy, sell and develop real property.

To own, lease, use, experiment in, buy, sell and develop patents and patent rights of all kinds, and for items, objects, products, mechanisms, and goods of all kinds and nature and to deal in, manufacture, distribute, and sell and buy, such patents and patent rights and other such items, objects, products, mechanisms, and goods, and to enter into contracts for the purchase, sale, disposition, and traffic in same, both as principal and as agent.

To buy, sell, trade, manufacture, assemble, and deal in and with goods, wares, and merchandise of every kind and nature; to carry on such business as manufacturers, wholesalers,

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retailers, or importers and exporters, and to acquire all such merchandise, supplies, materials, and other articles as shall be necessary or incidental to such business.

IV.

The Corporation is authorized to issue one hundred shares at one dollar (\$1.00) par value stock, which shares shall be designated "Common Stock". Said stock shall initially be issued as follows: 50% to Raul Rafael Diaz and 50% to Raul Juan Paredes.

V.

Unless otherwise provided for in the Articles of Incorporation, each holder of capital stock in this corporation shall be entitled at each shareholder's meeting to one vote for every share of stock standing in his name on the books of the corporation; but transferees of shares that are transferred on the books of the corporation on or within ten (10) days preceding the next date set for a meeting shall not be entitled to notice of or vote at the meeting.

VI.

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

VII.

The street address of the initial registered office of this corporation is: 9980 S.W. 83rd Avenue, Miami, Florida 33156 and the initial registered agent at that address is: Marc L. Goldman, Esquire.

VIII.

This corporation shall have as directors initially those persons designated in this Article below. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1) nor more than five (5). The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Raul Diaz	11705 S.W. 125th Court Miami, Florida 33186
Raul Juan Paredes	10600 S.W. 146th Court Miami, Florida 33186

IX.

The names and addresses of the officers who are to conduct the business of this corporation until those elected at the first election are as follows:

President/	Raul Rafael Diaz
Treasurer:	11705 S.W. 125th Court Miami, Florida 33186
Vice-President/	Raul Juan Paredes
Secretary:	10600 S.W. 146th Court Miami, Florida 33186

The name and address of the person signing these Articles is: Raul Juan Paredes 10600 S.W. 146th Court Miami, Florida 33186.

X.

If, at any time, any of the stockholders desire to sell their stock, said stockholder or stockholders shall first offer it, in writing, to the Board of Directors, stating prices and terms and give the Board of Directors thirty (30) days in which to place it with the stockholders. At the expiration of thirty (30) days, if no stockholder has purchased and settled for same, said

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - THAT RX2 MUSIC PRODUCTIONS, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT: 11705 S.W. 125TH COURT MIAMI, FLORIDA, 33186 AND MARC L. GOLDMAN, 9980 S.W. 83RD AVENUE, MIAMI, FLORIDA 33156, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

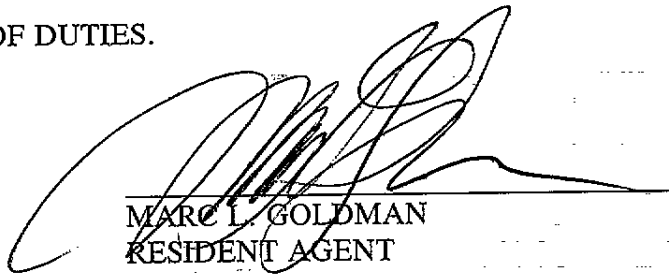


RAUL JUAN PAREDES
CORPORATE OFFICER & DIRECTOR

TITLE - VICE-PRESIDENT & CO-CHAIRMAN

8-9-99
DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 DUTIES.



MARC L. GOLDMAN
RESIDENT AGENT

8-9-99
DATE

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