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9/8/99

Requestor's Name
Address
City State ZIP Phone

VALIDATION ONLY

800002982238-16
-09/09/99-01033-006
*****78.75 *****78.75

CORPORATION(S) NAME

Parlay'n Productions, Inc.



Empire Toll Free: 1-800-432-3028

FILED
99 SEP -9 PM 2:53
TALLAHASSEE, FLORIDA

- | | | |
|--|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> Mail Out |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

DEPARTMENT OF STATE
DIVISION OF CORPORATE
TALLAHASSEE, FLORIDA

99 SEP -9 AM 9:52

RECEIVED

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**ARTICLES OF INCORPORATION
OF
Parlay'n Productions, Inc.**

FILED
99 SEP -9 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I: NAME

The name of the corporation shall be Parlay'n Productions, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be located at 18610 N.W. 22nd Court, Miami, Florida 33056.

ARTICLE III: CORPORATE PURPOSE

The object and purpose to be transacted and carried on by this Corporation and the services to be rendered in connection therewith are as follows:

1. To engage in the business of recording, producing, developing, marketing, advertising, promoting, and distributing phonographic records, audiovisual records, video tapes, and all other media, in any format currently existing or to be developed in the future, for the reproduction and sale of music. Furthermore, to perform such additional services, exemplified by but not limited to, merchandising, management, and sales of products in conjunction with the operation of a record label.

2. To do all and everything necessary and proper for the accomplishment of any of the objects or purposes enumerated in these Articles of Incorporation or any amendment thereto, or in furtherance of this Corporation and, in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful business, transactions, or activities for which corporations may be incorporated, and permitted under the laws of Florida and the United States, and to attain the objectives of this Corporation.

ARTICLE IV: AUTHORIZED SHARES - CAPITALIZATION

The Corporation shall be authorized to create, issue and have outstanding at any one time, a maximum of 500 shares of common stock having a par value of one dollar (\$1.00) per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, but not less than the par value of the stock so to be issued.

ARTICLE V: EXISTENCE AND DURATION

The existence of this Corporation shall commence upon the filing of these Articles of Incorporation. The Corporation shall continue perpetually unless dissolved in accordance with laws of the State of Florida.

ARTICLE VI: INITIAL REGISTERED AGENT AND OFFICE

The street address of the Initial Registered Agent and principal office of this Corporation in the State of Florida shall be:

18610 N.W. 22nd Court
Miami, Florida 33056

The name of the Initial Registered Agent of this Corporation at that address shall be:

Mr. Rogard Oliver Stanley

ARTICLE VII: BOARD OF DIRECTORS

The business of this Corporation shall be managed by a Board of Directors which shall consist of not less than one (1) individual. The number of Directors may be either increased or decreased from time to time by an amendment of the Bylaws of this Corporation in the manner provided by law, but shall never be less than one (1).

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The name and street address of the members of the Initial Board of Directors who shall hold office until their successors shall have been duly elected or appointed and have qualified are as

follows:

Mr. Rogard Oliver Stanley
18610 N.W. 22ND Court
Miami, Florida 33056

ARTICLE IX: INCORPORATORS

The name and street address of the individual organizing this Corporation and executing these Articles of Incorporation as the incorporator are as follows:

Mr. Rogard Oliver Stanley
18610 N.W. 22ND Court
Miami, Florida 33056

ARTICLE X: INDEMNIFICATION

To the extent permitted by law, the Corporation is empowered to indemnify each person serving as an Officer or Director of the Corporation or any former Director or Officer of the Corporation from and against any and all claims and liabilities to which such person shall become subject by reason of being a Director or Officer of the Corporation, or by reason of any action alleged to have been taken or omitted by the Director or Officer. The Corporation may reimburse each person for all legal costs and attorneys fees (at all levels) and other expenses reasonably incurred in connection with any claim or liability.

The rights accruing to any individuals under the foregoing provisions shall not exclude any other rights to which they may be lawfully entitled, nor shall anything therein contained restrict the right of the Corporation to indemnify or reimburse such individuals in any proper case even though not specifically provided herein.

ARTICLE XI: SPECIAL PROVISIONS

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and conduct of the affairs of this Corporation:

1. This Corporation shall have the power to enter into, or become a partner in , any agreement for the sharing of profits, union of interests, or joint venture with any person, firm or corporation to carry on any business or to make any investments otherwise permitted for this Corporation and as permitted by law.

2. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interests of the Corporation's directors or shareholders, shall have the power to establish reasonable compensation for its directors, officers and employees and shall have the power to provide one or more of the following additional compensation plans, whether singularly on behalf of the Corporation or in participation or conjunction with other individuals, partnerships or corporations:

- a). A pension plan;
- b). A profit-sharing plan;
- c). A medical-dental reimbursement plan;
- d). A thrift and savings plan;
- e). A stock bonus plan;
- f). A stock option plan; or
- g). Other insurance, retirement, disability, death benefit or incentive compensation plans.

ARTICLE XII: AMENDMENT OF ARTICLES

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, as permitted by law, and any right conferred upon the shareholders is subject to this reservation.

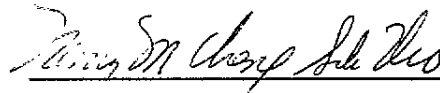
IN WITNESS WHEREFORE, the undersigned incorporator has executed these Articles of Incorporation on this 31 day of August, 1999.


ROGARD OLIVER STANLEY, Incorporator

STATE OF Florida)
)SS
COUNTY OF DADE)

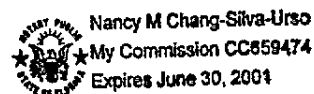
THE FOREGOING instrument was acknowledged and sworn to before me this 31st day of Aug, 1999 by Rogard Oliver Stanley, who is personally known to me or who has produced a valid Driver's License, No.: 5354-734-72380-0 from the State of Florida as identification, and who acknowledged that he executed same for the purpose stated herein.

Notary Public



Commission expires:

(SEAL)



**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**


Pursuant to the provisions of Florida Statutes, Section 48.091 and Section 607.0501, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statements in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the Corporation: Parlay'n Productions, Inc.
2. The name and address of the Registered Agent and office is

Mr. Rogard Oliver Stanley
18610 N.W. 22ND Court
Miami, Florida 33056

ACCEPTANCE AND ACKNOWLEDGMENT

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as a Registered Agent.


Signature
Rogard Oliver Stanley

8-31-99
Date


STATE OF FLORIDA)

)SS

COUNTY OF DADE)

THE FOREGOING instrument was acknowledged and sworn to before me this 31st day of Aug, 1999 by Rogard Oliver Stanley, who is personally known to me or who has produced a valid Driver's License, No.: 5354-734-72-380-0 from the State of Florida as identification, and who acknowledged that he executed same for the purpose stated herein.

Notary Public



Commission expires:

(SEAL)



Nancy M Chang-Silva-Urso
My Commission CC858474
Expires June 30, 2001