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A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

99 SEP -7 PM 12: 35

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*ADMITTED IN NEW JERSEY,
PENNSYLVANIA &
WASHINGTON, D.C. ONLY

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EFFECTIVE DATE
9-2-99

19 WEST FLAGLER STREET
SUITE M-115
MIAMI, FLORIDA 33180
TELEPHONE (305) 856-9920

PLEASE REPLY TO:

Fort Lauderdale
Direct Dial (954) 847-3328

August 23, 1999

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

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-09/07/99--01115--012
*****78.75 *****78.75

Re: Articles of Incorporation of Gecko Music, Inc.
Our File No.: 94-26

Dear Sir/Madam:

Enclosed please find an original and one copy each of the Articles of Incorporation for the above-referenced corporation, with the Registered Agent Form incorporated therein. Also enclosed is a check for the filing fee in the amount of \$78.75.

Please return a date-stamped copy of these articles of incorporation to this office to the attention of the undersigned in the enveloped provided. Thank you for your attention to this matter.

Very truly yours,

Shari McCartney
SHARI L. MCCARTNEY
For the Firm

SLM/ss
Enclosures

Shari McCartney GAVE

AUTHORIZATION BY PHONE TO
CORRECT *Article III*

DATE

DOC. EXAM.

WAG-21120
PH 9/1/99

ARTICLES OF INCORPORATION
OF
GECKO MUSIC, INC

FILED
99 SEP -7 PM 12: 35
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is GECKO MUSIC, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of execution and acknowledgment of the Articles.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting and all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V- VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PREEMPTIVE RIGHTS

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

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 1602 Alton Road, Miami Beach, Florida 33139. The name and address of the Registered Agent is SHARI L. McCARTNEY, Esquire, Conrad & Scherer, 633 South Federal Hwy, 8th Floor, Ft. Lauderdale, Florida 33301

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial Directors of the Corporation are as follows:

1. SHARI L. McCARTNEY, 825 NE 18TH Street, Ft. Lauderdale, FL 33305
2. DARIN J. FELDMAN 1611 Euclid Ave., Apt 8, Miami Beach, FL 33139

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is:

SHARI L. McCARTNEY, Esq.
Conrad & Scherer
633 S. Federal Hwy, 8th Floor
Ft. Lauderdale, Florida

ARTICLE X - AMENDMENT

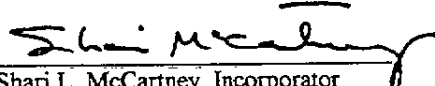
This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI - BY LAWS

The power to adopt, alter, amend or repeal By Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.


Shari L. McCartney, Incorporator

BEFORE ME, the undersigned authority, personally appeared SHARI L. McCARTNEY, who having been duly sworn, has executed the Articles Of Incorporation this 2nd day of ~~August~~ September, 1999, and produced _____ as identification/ is personally known to me.

My commission expires: _____


NOTARY PUBLIC, STATE OF FLORIDA



Print Name



STATE OF FLORIDA
ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VII OF THE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY SIMULTANEOUSLY ACCEPTS THE DESIGNATION AND STATES THAT THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF THAT POSITION AND AGREES TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HER DUTIES.

DATED THIS 2nd DAY OF AUGUST, 1999.
SEPT.



SHARI L. MCCARTNEY, ESQ.