



THE UNITED STATES
CORPORATION
COMPANY

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ACCOUNT NO. : 072100000032

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REFERENCE : 420525 7195918

AUTHORIZATION :

Patricia Pigeto

COST LIMIT : \$ 70

ORDER DATE : October 19, 1999

ORDER TIME : 11:24 AM

ORDER NO. : 420525-005

800003033098--1

CUSTOMER NO: 7195918

CUSTOMER: Mr. Patrick Frett
MR. PATRICK FRETT
MR. PATRICK FRETT
Suite 408
3301 Spanish Moss Terrace
Fort Lauderdale, FL 33319

DOMESTIC FILING

NAME: HYPPNNOTTIC RECORDS, INC.

PLEASE NOTE: SPELLING OF NAME IS CORRECT

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

PH 11/2/99

RECEIVED
99 NOV -2 PM 2:24
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

HYPPNNOTTIC RECORDS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

HYPPNNOTTIC RECORDS, INC.

The address of the principal office of this corporation shall be 3301 Spanish Moss Terrace, Suite 408, Fort Lauderdale, Florida 33319, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 3301 Spanish Moss Terrace, Suite 408, Fort Lauderdale, Florida 33319, and the name of the initial registered agent of the corporation at that address is Patrick Frett.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

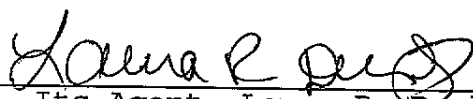
Patrick Frett Dir.	3301 Spanish Moss Terr, Suite 408 Fort Lauderdale, Florida 33319
Ivan Hyppolite Dir.	3301 Spanish Moss Terr, Suite 408 Fort Lauderdale, Florida 33319
Dwight Walker Dir.	3301 Spanish Moss Terr, Suite 408 Fort Lauderdale, Florida 33319

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to
these Articles of Incorporation:

The Company Corporation
1013 Centre Road
Wilmington, Delaware 19805

The undersigned incorporator has executed these
Articles of Incorporation on November 2, 1999.



Its Agent, Laura R. Dunlap

CRL

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

Patrick Frett, an individual residing in this state,
having a business office identical with the registered
office of the corporation named below, and having been
designated as the Registered Agent in the above and foregoing
Articles of Incorporation of:

HYPPNNOTTIC RECORDS, INC.

Patrick Frett is familiar with and accepts the
obligations of the position of Registered Agent under Section
607.0305, Florida Statutes.

By: 

Typed Name: Patrick Frett