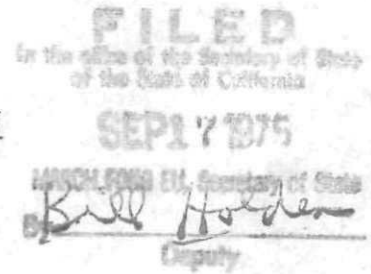


ARTICLES OF INCORPORATIONOFSTYX, LTD.

We, the undersigned, do hereby voluntarily associate ourselves for the purposes of forming a corporation under the laws of the State of California, and we hereby declare that:

FIRST: The name of the corporation is:

STYX, LTD.

SECOND: The primary purpose of the corporation is to engage in the production, recording, reproduction and exploitation of the human voice, musical instruments and sound of every nature and description, and any other similar related matter which the Board of Directors shall from time to time designate.

THIRD: The general purposes of the corporation are:

(a) To engage in the production and exploitation of recordings of the human voice, musical instruments and sound of every nature and description, for private and public performance, throughout the world by any and all means now known similar in nature to those currently in use or by means which shall hereafter become known, either with or without sound effects or talking contrivances therewith synchronized or otherwise attached or related thereto, and to lease, license and grant rights, licenses and privileges therein to other persons, firms or corporations throughout the world.

(b) To engage in any and all branches of the entertainment business;

(c) To engage in any business, whether related or unrelated to those described herein, that from time to time may be authorized or approved by the Board of Directors of this corporation;

(d) To act as partner or joint venturer or in any other legal capacity in any transaction;

(e) To do business anywhere in the world;

(f) To have and to exercise all the rights and powers that are now or may hereafter be granted to a corporation by law.

The foregoing statement of purposes shall be construed as a statement of both powers and purposes, and the purposes and powers in each paragraph shall, except where otherwise expressed, not be limited or restricted by reference to or inference from the terms and provisions of any other paragraph, but shall be regarded as independent purposes and powers.

FOURTH: The county of the State of California where the principal office for the transaction of the business of this corporation is to be located is the County of Los Angeles.

FIFTH: The Board of Directors of the corporation is three (3).

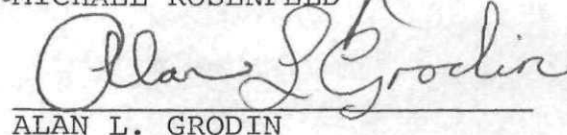
The name and addresses of the persons who are appointed to act as the first Directors of the corporation are as follows:

MICHAEL ROSENFELD	9665 Wilshire Boulevard Beverly Hills, California 90212
ALAN L. GRODIN	9665 Wilshire Boulevard Beverly Hills, California 90212
YVONNE HANKINS	9665 Wilshire Boulevard Beverly Hills, California 90212

SIXTH: The corporation is authorized to issue only one class of shares of stock. The total number of shares the corporation is authorized to issue is 25,000 shares. The aggregate par value of the shares is \$25,000, and the par value of each share is \$1.00. No distinction shall exist between the shares of the corporation nor between the holders thereof.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of California, we, the undersigned, constituting the incorporators of this corporation, have executed these Articles of Incorporation this 16th day of September, 1975.


MICHAEL ROSENFELD


ALAN L. GRODIN



YVONNE HANKINS

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On this 16th day of September, 1975, before me, the undersigned, a Notary Public in and for said County and State, personally appeared MICHAEL ROSENFELD, ALAN L. GRODIN and YVONNE HANKINS, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged that they executed the same.

WITNESS my hand and official seal.




Notary Public in and for
said County and State