

CERTIFICATE OF INCORPORATION

OF

**ARGENTO NEW MUSIC PROJECT,
INC.**

Under Section 402 of the Not-for-Profit Corporation Law

Drawdown G6

**Filed By: Spiegel & Utrera, P.A. P.C.
45 John Street, Suite 711
New York, New York 10038**

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Drawdown G6

OF

ARGENTO NEW MUSIC PROJECT, INC.

**UNDER SECTION 402 OF THE
NOT-FOR-PROFIT CORPORATION LAW.**

The undersigned, acting as Incorporator of a Corporation under the New York Not-for-Profit Corporation Law, does hereby adopt the following Certificate of Incorporation for such Corporation.

ARTICLE 1 - NAME

The name of the Corporation is **ARGENTO NEW MUSIC PROJECT, INC.**, (hereinafter "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall be a Type B Corporation under section 201 of the Not-for-Profit Corporation Law. The Corporation is organized and operated exclusively for charitable purposes to be achieved through the distribution of its funds for such purposes and generally and particularly to provide information on music to the public and provide support for composers and musicians to facilitate international music exchange. The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 3 - PROHIBITIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise



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attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

This Corporation is not organized for pecuniary benefit or financial gain, and no part of its assets, income, or profit shall be distributed to, or inure to the benefit of its members, directors, officers except to the extent permitted under the Not-for-Profit Corporation Law.

ARTICLE 4 - DIRECTORS

The Directors shall be elected by a majority vote of the Members of this Corporation. The initial Directors of the Corporation shall be:

Michel Galante, 552 Riverside Drive, Suite 1L, New York, New York 10027
C.F. Pan, Hong Qiao Road, Alley 2489 #188, Building 31 Shanghai PRC 200335
Nari Maturria, 304 West 102nd Street, Apartment 1A, New York, New York 10035

ARTICLE 5 - COUNTY OF THE OFFICE OF THE CORPORATION

The county, within the State of New York, in which the office of the Corporation is to be located is New York.

ARTICLE 6 - INCORPORATOR

The name and street address of the Incorporator of this Corporation is Elsie Sanchez at 45 John Street, Suite 711, New York, New York 10038.

ARTICLE 7 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.



ARTICLE 8 - CAPITAL STOCK

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE 9 - QUALIFICATIONS OF MEMBERSHIP

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By Laws of the Corporation.

ARTICLE 10 - VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

ARTICLE 11 - LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE 12 - SECRETARY OF STATE AS AGENT OF CORPORATION

The Secretary of State of New York is designated agent of the Corporation on whom process against it may be served. The Secretary of State shall mail a copy of any process against the Corporation to 552 Riverside Drive, Suite 1K, New York, New York 10027.

ARTICLE 13 - REGISTERED AGENT

The name of the registered agent upon whom and the address of the registered agent at which process against the Corporation may be served is Spiegel & Utrera, P.A., P.C. at 45 John Street, Suite 711, New York, New York 10038.

ARTICLE 14 - AMENDMENT

This Certificate of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by



them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of this Certificate of Incorporation be made.

ARTICLE 15 - DISSOLUTION

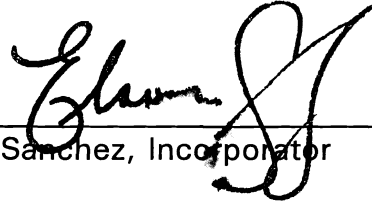
Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 16 - APPROVALS/CONSENTS

All approvals or consents required by the New York Not-for-Profit Law or any other statute of the State of New York if required are annexed to this Certificate.



IN WITNESS WHEREOF, this Certificate has been subscribed this February 27, 2003, by the undersigned, who affirms that the statements made herein are true under penalties of perjury.



Elsie Sanchez, Incorporator

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