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DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

CONTACT: RAY STORMONT  
PHONE: (305) 541-3894  
FAX: (305) 541-3770

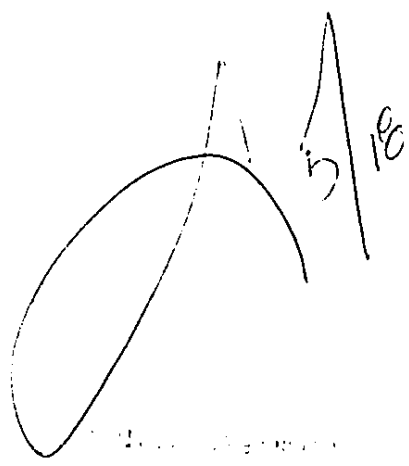
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

88 MAY 18 1995

MAY-18-1995 09:34 FROM EMPIRE

TO

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ARTICLES OF INCORPORATION

FOR

DJ'S CLUB M and VIB INTERNATIONAL, INC.

19500005566

Articles prepared by:  
Bartila Pozo, P.A.  
FL Bar #881856  
3271 NW 7th Street #214  
Miami, FL 33125

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF  
DJ'S CLUB M AND VIB INTERNATIONAL, INC.

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

Article I. NAME

The name of this corporation is: DJ'S CLUB M AND VIB INTERNATIONAL, INC.

EFFECTIVE DATE

5-19-95

ARTICLE II. PERMANENCE

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgement of these Articles.

ARTICLE III. PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation has the authority to issue is One Hundred (100), all of which shall be common shares with a par value of One Dollar (\$1.00).

ARTICLE V. PRE-EMPTIVE RIGHTS

Every shareholders, upon the sale for cash of any new stock of

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this corporation of the same kind, class or series as that which she or he already holds, shall have the right to purchase his or her pro rata share (as nearly as may be done without the issuance of fractional shares at the price at which it is offered to others).

**ARTICLE VI. INITIAL REGISTERED AGENT AND OFFICE**

The name and address of the initial Registered Agent of this corporation is:

MIGUEL ANGEL BOLETT RIVAS  
35 East 9th Court  
Hialeah, FL 33010

The principal place of business and office of this corporation is:

35 East 9th Court  
Hialeah, FL 33010

**ARTICLE VII. INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially who shall serve until his successors, if any, are selected at the Shareholder's annual meeting. If and when so permanently constituted, the number of directors of the Board of Directors of the corporation may be either increased or diminished from time to time in the by-laws but shall never be less than one. The name and address of the initial Director of this corporation is:

MIGUEL ANGEL BOLETT RIVAS  
35 East 9th Court  
Hialeah, FL 33010

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**ARTICLE VIII. INITIAL OFFICERS**

The name and address of the initial officers of this corporation is/are:

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President: MIGUEL ANGEL BOLETT RIVAS  
 35 East 9th Court  
 Hialeah, FL 33010

Vice President: GERALDO BOLETT  
 Calle Bolivar #6904  
 Los Robles, Caracas, Venezuela 1030

Secretary: JORGE GARCIA  
 35 East 9th Court  
 Hialeah, FL 33010

Treasurer: DILIA JOSEPHINA RIVAS ROSALES  
 Calle Bolivar #6904  
 Los Robles, Caracas, Venezuela 1030

**ARTICLE IX. INCORPORATOR**

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

MIGUEL ANGEL BOLETT RIVAS  
 35 East 9th Court  
 Hialeah, FL 33010

**ARTICLE X. BY-LAWS**

The power to adopt, alter amend or repeal by-laws shall be vested in the shareholders of this corporation.

**ARTICLE XI. RESTRICTIONS ON TRANSFER OF STOCK**

Shares of capital stock of this corporation shall be issued initially at the first organizational meeting of this Corporation. Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholder or to this corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all the shareholders of this corporation.

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**ARTICLE XII. MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All corporation powers shall be exercised by, or under the authority of, and the business affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

**ARTICLE XIII. MEETINGS BY CONFERENCE TELEPHONE**

Shareholders, officers and directors of the corporation may participate in special or regular meetings of said individuals by means of conference telephone as provided by law.

**ARTICLE XIV. INDEMNIFICATION**

The corporation shall indemnify any officer, or any former officer, to the full extent permitted by law.

**ARTICLE XV. AMENDMENT**

Amendments to the Certificate of Incorporation may be proposed by any member of the corporation and shall be adopted upon a two-thirds vote of the shareholders.

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**ARTICLE XV. AMENDMENT**

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IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 17th day of May, 1995.

WITNESS

  
\_\_\_\_\_

  
\_\_\_\_\_  
MIGUEL ANGEL BOLETT RIVAS

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STATE OF FLORIDA }  
COUNTY OF DADE }

ss:

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THE FOREGOING INSTRUMENT was acknowledged before me this 17th day of April 1995, by MIGUEL ANGEL BOLETT RIVAS who is personally known to me or who has produced his Venezuela passport as identification and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 17th day of May, 1995.

My commission expires:

NOTARY PUBLIC  
My Commission Expires  
October 18th, 1995  
Issued by MEI  
000-000-0000

Miriam Perez  
Notary Public

**ACCEPTANCE OF REGISTERED AGENT**

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First that DJ'S CLUB N and VIA INTERNATIONAL, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the articles of incorporation at City of Mialeah, Dade County, State of Florida has named Miguel Angel Bolett Rivas located at 35 East 9th Court, Mialeah, FL 33010, City of Mialeah, County of Dade, State of Florida, as agent to accept service of process within this state.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: Miguel Angel Bolett Rivas  
Registered Agent

FILED  
05 MAY 18 1995  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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