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((H96000004873)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
 NAME: LATIN MUSIC HALL OF FAME, INC.  
 FAX AUDIT NUMBER: H96000004873 CURRENT STATUS: REQUESTED  
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 STATE OF FLORIDA  
 DEPARTMENT OF STATE  
 TALLAHASSEE, FLORIDA

12:41 PM '98

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**ARTICLES OF INCORPORATION  
OF  
LATIN MUSIC HALL OF FAME, INC.**

H 960000 04873

**Prepared by:**

**Manuel M. Arvesu, Esq. (Fl. Bar #0525294)  
2000 S. Dixie Highway, Suite 200  
Miami, Florida 33133  
(305) 854-3530**

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**ARTICLES OF INCORPORATION**

**OF**

**LATIN MUSIC HALL OF FAME, INC.**  
**LATIN MUSIC HALL OF FAME, INC.**

The undersigned incorporator hereby adopts these Articles of Incorporation for the formation of a corporation under Florida General Corporation Act.

**ARTICLE I**

**NAME**

The name of this corporation is Latin Music Hall of Fame, Inc..

**ARTICLE II**

**DURATION**

The duration of the corporation shall be perpetual.

**ARTICLE III**

**INCORPORATION**

The existence of the corporation shall commence as of the time of the filing of these Articles of Incorporation with the Secretary of the State of Florida.

**ARTICLE IV**

**PURPOSES**

The general purpose for which the corporation is initially organized is:

1. To engage in such lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE V**

**AUTHORIZED SHARES**

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96 APR -4 PM 3:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares of common stock each having no par value.

## ARTICLE VI

### INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES

Section 1. Indemnification in Accordance with Bylaws. The Corporation shall indemnify its officers, Directors, employees and agents against liabilities, damages, settlements and expenses (including attorneys' fees) incurred in connection with the Corporation's affairs, and shall advance such expenses to any such officers, directors, employees and agents, to the full extent permitted by law, and as more particularly set forth in the Corporation's Bylaws. Such indemnification provisions of the Corporation's Bylaws may be enacted and modified from time to time by resolution of the Corporation's Board of Directors.

Section 2. Effect of Modification. Any repeal or modification of any provision of this Article by the shareholders of the Corporation shall not adversely affect any right to protection of a Director, officer, employee or agent of the Corporation existing at the time of the such repeal or modification.

Section 3. Liability Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee or agent to another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against liability under the provision of this Article.

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Section 4. No Rights of Subrogation. Indemnification hereunder and under the Bylaws shall be a personal right and the Corporation shall have no liability under this Article to any insurer or any person, corporation, partnership, association, trust or other entity (other than the heirs, executors or administrators of such person) by reason of subrogation, assignment or succession by any other means to the claim of any person to indemnification hereunder or under the Corporation's Bylaws.

**ARTICLE VII**

**REGISTERED OFFICE AND AGENT**

The initial street address of the registered office of this corporation in the State of Florida is 2000 South Dixie Highway, Suite 200, Miami, Florida 33133.

The name of the initial registered agent at such address is MANUEL M. ARVESU, ESQ.

**ARTICLE VIII**

**INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of one (1) member.

The initial Director and his addresses is:

<u>NAME</u>	<u>ADDRESS</u>
Manuel M. Arvesu, President/Secretary	2000 So. Dixie Highway Suite 200 Miami, FL 33133

**ARTICLE IX  
INCORPORATOR**

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The name and street address of the incorporator is:

**NAME**

Manuel M. Arvesu

**ADDRESS**

2000 South Dixie Highway  
Suite 200  
Miami, Florida 33133

**ARTICLE X  
MAILING ADDRESS**

The initial mailing address of the Corporation shall be:

2000 South Dixie Highway, Suite 200  
Miami, Florida 33133

IN WITNESS WHEREOF, the undersigned has executed these Articles of  
Incorporation this 4th day of April, 1996.

  
MANUEL M. ARVESU  
Incorporator

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**


Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the corporation is:  
**LATIN MUSIC HALL OF FAME, INC.**
2. The name and address of the Registered Agent and Office is:  
**Manuel M. Arvasu, Esq.  
2000 South Dixie Highway  
; Suite 200  
Miami, Florida 33133**

Signature 

Date 4/4/96

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

  
 Manuel M. Arvasu  
 Date 4/4/96

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 STATE  
 TALLAHASSEE  
 RECORDS

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P96000029886

MAY-30-1996 10:13 AM EMPIRE CORPORATE KIT 12:42 PM

P.02/03

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

FROM: EMPIRE CORPORATE KIT COMPANY  
 1492 W FLAGLER ST  
 SUITE 200  
 MIAMI FL 33136- 311- 29  
 CONTACT: RAY STORMONT  
 PHONE: (305) 641-3604  
 FAX: (305) 641-3770

(((H96000007320)))  
 DOCUMENT TYPE: BASIC AMENDMENT  
 NAME: LATIN MUSIC HALL OF FAME, INC.  
 FAX AUDIT NUMBER: H96000007320  
 DATE REQUESTED: 06/23/1996  
 CERTIFIED COPIES: 0  
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 CERTIFICATE OF STATUS: 0  
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DIVISION OF CORPORATIONS

96 MAY 30 AM 11:01

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 96 MAY 30 PM 1:43  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

05/24/96 08:32 Fl. Dept. of State pl /1



**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Morham  
Secretary of State

May 24, 1996

**LATIN MUSIC HALL OF FAME, INC.**  
2000 SOUTH DIXIE HIGHWAY  
SUITE 200  
MIAMI, FL 33133

**SUBJECT: LATIN MUSIC HALL OF FAME, INC.**  
**REF: P96000029886**

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return you: document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt  
Corporate Specialist

FAX Aud. #: H96000007320  
Letter Number: 696A00026085

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P.01/03



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 29, 1996

LATIN MUSIC HALL OF FAME, INC.  
2000 SOUTH DIXIE HIGHWAY  
SUITE 200  
MIAMI, FL 33130B

SUBJECT: LATIN MUSIC HALL OF FAME, INC.  
REF: P96000029686

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

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If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt  
Corporate Specialist

FAX Aud. #: E96000007320  
Letter Number: 196A00026732

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**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION  
LATIN MUSIC HALL OF FAME, INC.**

FILED  
96 MAY 30 PM 1:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation filed on April 4, 1996 and assigned document number P96000029886.

**FIRST:** Article VIII of the Articles of Incorporation is hereby amended as follows: The Director and his address is:

Gustavo Sanchez, President  
1717 North Bayshore Drive, #2851  
Miami, Florida 33132

**SECOND:** Article X of the Articles of Incorporation is hereby amended as follows: The mailing address of the Corporation shall be:

1717 North Bayshore Drive, #2851  
Miami, Florida 33132

**THIRD:** The amendment was adopted by the Board of Director on the 22nd day of May, 1996. Shareholders action was not required to file this Amendment.

**FIFTH:** The stock of the corporation has been issued.

**DATED:** May 22, 1996

**LATIN MUSIC HALL OF FAME, INC.**

By:   
Gustavo Sanchez, Director

Manuel M. Arnes  
#BN. 528294  
2000 S. Dixie Hwy #200  
Miami, FL 33133  
(305) 854.2530

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