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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: DOMINICAN RECORD SHOP, INC.
AUDIT NUMBER.....H97000004773
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION

OF
Dominican Record Shop, Inc.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is Dominican Record Shop, Inc.

ARTICLE II. NATURE OF BUSINESS

The corporation may engage in any activity or business which is permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand shares of common stock with one dollar par value per share. The consideration to be paid for each share shall be fixed by the Board of Directors. The stock so issued shall be fully paid and non-assessable.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$ 100.00

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PRINCIPAL OFFICE

The initial street address of the principal office of this corporation in the State of Florida is

813 S. Dixie Highway West, Pompano Beach, FL 33060

The Board of Directors may, from time to time, move the principal office to any other address within the State of Florida.

PREPARED BY: R. Golubski, CPA
1001 W. Cypress Creek Rd. Ste. 410
Ft. Lauderdale, FL. 33309-1951
Telephone (305) 491-8030

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ARTICLE VII. DIRECTORS

This corporation shall have not less than one directors.

ARTICLE VIII. INITIAL DIRECTORS

The names, titles and addresses of the first Board of Directors are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Ramon Tineo	Pres/Secy/Dir	813 S. Dixie Highway, West Pompano Beach, FL. 33060

These Officers shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified.

ARTICLE IX. SUBSCRIBERS

The names and addresses of each subscriber to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Ramon Tineo	813 S. Dixie Highway, West Pompano Beach, FL. 33060	100

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9.7000004773 ARTICLE X. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is 813 S. Dixie Highway East, Pompano Beach, FL. 33060

and the name of the initial Registered Agent of this Corporation is Ramon Tineo

ARTICLE XI. AMENDMENTS

These Articles 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 Stockholders, and approved at a Stockholders' meeting by a majority of the Stockholders entitled to vote thereon.

ARTICLE XII. INSPECTION OF BOOKS AND RECORDS

The Board of Directors, from time to time, shall determine whether and to what extent and what time and place, and under what conditions and regulations, the accounts and books of the Corporation, or any other records of the Corporation, shall be open to inspection by the Stockholders, and no Stockholder shall have the right to inspect any account or document of the Corporation except as permitted by Statute, or Board of Directors, or by resolution of the Stockholders.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation, at Broward County, Florida, this 20th day of March 1997 for the uses and purposes aforesaid.

Ramon Tineo (SEAL)
Ramon Tineo

____ (SEAL)

____ (SEAL)

STATE OF FLORIDA)
COUNTY OF BROWARD) SS

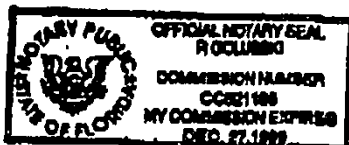
I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared:

Ramon Tineo (known personally)

to me known to be the persons who subscribed to the foregoing Articles of Incorporation, and they acknowledged before me that they did subscribe thereto for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal in the County and State above set forth this 20th day of MARCH 19 97

My Commission Expires:



-3-

R. Tineo (SEAL)
Notary Public
R. 502 485K

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following
is submitted in compliance with said Act:

FIRST, that Dominican Record Shop, Inc.
desiring to organize under the laws of Florida, with its principal office,
as indicated in the Articles of Incorporation, at the City of Pompano Beach,
Florida, hereby designates Ramon Tineo
as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated
corporation, at the 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.


Ramon Tineo

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TALLAHASSEE, FLORIDA

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