

P980000 89685

Transmittal Letter

October 17, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800002667838--5
-10/20/98--01032--011
****122.50 *****78.75

Dear Sir:

Enclosed please find Articles of Incorporation and the Designation and Acceptance of Registered Agent for filing, together with our check in the amount of \$ 122.50 to cover the filing fee, certified copy charge, designation of registered agent, and charter tax.

I have also enclosed an additional copy of the Articles of Incorporation which I would appreciate having certified and returned to the above address.

Sincerely,



Jose Marquez

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 20 AM 11:16

B. BROCK OCT 21 1998

ARTICLES OF INCORPORATION
OF
POWER UP RECORDS, INC

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be
POWER UP RECORDS, INC.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 8100 S.W. 150th Avenue, Miami, Florida 33193 and the name of the initial Registered Agent for the corporation at that address is Jose Marquez.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 20 AM 11:16

ARTICLE VII . . . LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII . . . SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Enrique Pacheco - President
Al Santiago - Vice President
Mario Garcia Jr. - Secretary
Jose Marquez - Treasurer

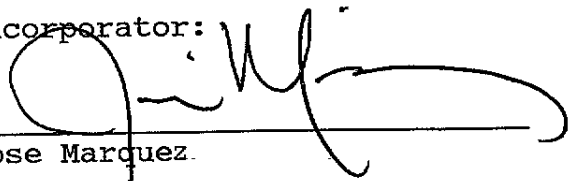
ARTICLE IX INCORPORATOR

The name and address of the incorporator is:

Jose Marquez
8100 S.W. 150th Avenue
Miami, FL 33193

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 19 day of OCTOBER, 1998.

Incorporator:

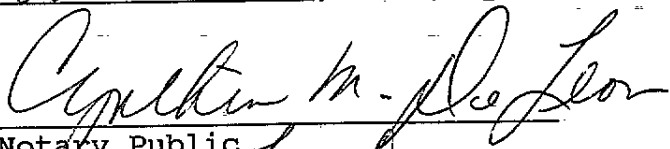


Jose Marquez

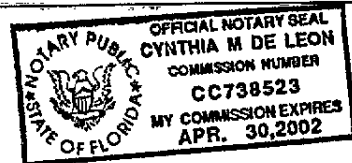
STATE OF Florida
COUNTY OF

The foregoing instrument was executed and acknowledged before me this 19th day of October, 1998, by Jose Marquez.

(SEAL)



Notary Public
State of Florida
My Commission Expires:



DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida. Power Up Records, Inc., a corporation organizing under the laws of the State of Florida, with its principal office located at 8100 S.W. 150th Avenue, Miami, Florida 33193, has named Jose Marquez, whose address is 8100 S.W. 150th Avenue, Miami, Florida 33193, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

[Handwritten Signature]

Jose Marquez

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 20 AM 11:16

STATE OF Florida
COUNTY OF

BEFORE ME, the undersigned authority, this day personally appeared Jose Marquez, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 19th day of October, 1998.

[Handwritten Signature]

Notary Public
State of _____
My Commission Expires: _____

(SEAL)

