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## Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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## FLORIDA LIMITED PARTNERSHIP

SANTANDER MUSIC GROUP, L.P.

SECRETARY OF STATE  
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 24, 2002

EMPIRE

SUBJECT: SANTANDER MUSIC GROUP, L.P.  
REF: W02000001957

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must add a limited partnership suffix to the name, such as LTD., LIMITED, or LIMITED PARTNERSHIP.

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

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Agnes Lunt  
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FAX Aud. #: H02000020909  
Letter Number: 102A00004153

Division of Corporations - P.O. BOX 6827 - Tallahassee, Florida 32314

H02000020909

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
SANTANDER MUSIC GROUP, LIMITED PARTNERSHIP**

Pursuant to § 620.108 of the *Florida Revised Uniform Limited Partnership Act*, the undersigned, being the general partner of **SANTANDER MUSIC GROUP, LIMITED PARTNERSHIP**, a Florida limited partnership (the "Partnership"), hereby executes and submits for filing with the Department of State, State of Florida, this certificate of limited partnership, to read as follows

1. The name of the Limited Partnership is **SANTANDER MUSIC GROUP, LIMITED PARTNERSHIP**.

2. The office and principal place of business for the Partnership currently is:

420 Lincoln Road  
Suite 600  
Miami Beach, Florida 33139

3. The name and address of the agent for service of process on the Partnership is:

Jay Koenigsberg, Esquire  
Isicoff, Ragatz & Koenigsberg, P.A.  
1101 Brickell Avenue  
Suite 800-South  
Miami, Florida 33131

4. The name and address of the General Partner of the Partnership is:

Santander Management Corp.  
420 Lincoln Road  
Suite 600  
Miami Beach, Florida 33139

5. The mailing address for the Partnership is:

420 Lincoln Road  
Suite 600  
Miami Beach, Florida 33139

This instrument prepared by:  
Jay Koenigsberg, Esquire  
Isicoff, Ragatz & Koenigsberg, P.A.  
1101 Brickell Avenue, Suite 800-South  
Miami, Florida 33131  
Tel: 305-373-3232  
Florida Bar No.: 435740

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6. The latest date upon which the Partnership shall dissolve is December 31, 2099.

*IN WITNESS WHEREOF*, the undersigned have signed this certificate as General Partner pursuant to the provisions of § 620.114 of the Florida Revised Uniform Limited Partnership Act.

Dated: January 22, 2002

**SANTANDER MANAGEMENT CORP., a Florida corporation**

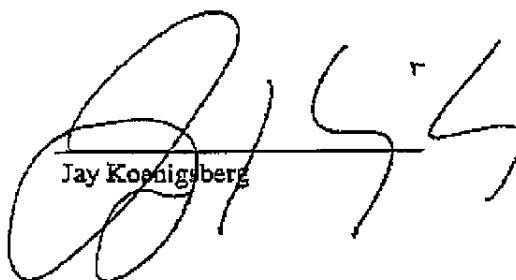
BY:   
Flavio Enrique Santander, President

(corporate seal)

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

Jay Koenigsberg, hereby accepts his appointment as registered agent for **SANTANDER MANAGEMENT CORP.**, a Florida limited partnership, and states that he is familiar with and accepts the obligations provided for in § 607.0501 of the *Florida Statutes*.

Dated: January 22, 2002

  
Jay Koenigsberg

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

**BEFORE ME**, the undersigned authority, personally appeared FLAVIO ENRIQUE SANTANDER as president SANTANDER MANAGEMENT CORP., a Florida corporation, the general partner of SANTANDER MUSIC GROUP, L.P., a Florida limited partnership, who being duly sworn, deposes and says: **LIMITED PARTNERSHIP**

1. The aggregate capital contributions made by the Limited Partners of the Limited Partnership to the Limited Partnership is \$1,000.00

2. It is anticipated that the Limited Partners will make additional contributions to the capital of the Limited Partnership in the amount of \$10,000.00

FLAVIO ENRIQUE SANTANDER

STATE OF FLORIDA )

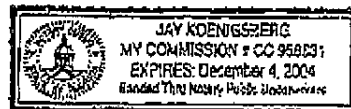
)S.S.

COUNTY OF MIAMI-DADE )

**THE FORGOING INSTRUMENT** was acknowledged before this 22<sup>nd</sup> day of January, 2002 by FLAVIO ENRIQUE SANTANDER as president of SANTANDER MANAGEMENT CORP., a Florida corporation the general partner of SANTANDER MUSIC GROUP, L.P., a Florida limited partnership, on behalf of said corporation and limited partnership. He is personally known to me or produced \_\_\_\_\_ as identification.

  
Notary Public, State of Florida

My commission expires:



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