A95000000462

LAW OFFICES
ROBERT W. STEWART, P.A.
1395 BRICKELL AVENUE
THIRD FLOOR
MIAMI, FLORIDA 33131

TELEPHONE (305) 358-7272

TELECOPIER (305) 358-7755

March 17, 1995

Florida Department of State
Division of Corporations
400 East Gaines Street
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

RE: Copa Records Ltd.

900001495769
-03/22/95--01008--006
***1151.50 ***1151.50

Gentlemen:

Enclosed herewith please find two (2) fully executed original counterparts of the Certificate of Limited Partnership and Affidavit relative to the formation of the above referenced limited partnership.

Also enclosed please find our trust account check number 10711 in the amount of One Thousand One Hundred Fifty-One Dollars and 50/100 ($1,151.50) representing the following:

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95 MAR 21 AM 8:33

$1,084.00	·	$7.00 per $1,000.00 of the capital contribution in the amount of $152,000.00;
$ 35.00	·	Registered agent fee; and
$ 52.50	·	Certified copy fee.
$1,151.50	·	**TOTAL**

Once the Certificate and Affidavit have been processed and filed with your department, kindly return the certified copy thereof to our office in the self-addressed stamped envelope provided herewith for your convenience. In the meantime, please do not hesitate to contact our office for any further information you may require regarding the enclosed.

3/22/95
Acct

Document Examiner	DCC
Updater	DCC
Verifier	DCC
Acknowledgment	DCC
W. P. Verifyer	DCC

Sincerely,

Claire M. Scott,
Legal Assistant

Enclosures

PC $152,000.00

A95000000462

CERTIFICATE OF LIMITED PARTNERSHIP
OF
COPA RECORDS, LTD.

Acting in conformity with Fla.Stat. 620.108 the undersigned hereby form a limited partnership and certifies as follows:

(a) the name of the limited partnership is COPA RECORDS, LTD.

(b) the address of the office and the name and address of the agent for service of process required to be maintained by Fla.Stat. 620.105 are as follows:

Jose M. Martinez
6955 N.W. 77th Avenue
Suite #404-A
Miami, Florida 33166

(c) the general partner is a Florida corporation organized and existing pursuant to Fla.Stat. 607.0202; the name and address of such general partner is as follows:

Belgrave, Inc. P95000053973
6955 N.W. 77th Avenue
Suite #404-A
Miami, Florida 33166

(d) the mailing address for the limited partnership is as follows:

c/o Belgrave, Inc.
6955 N.W. 77th Avenue
Suite #404-A
Miami, Florida 33166

(e) the latest date upon which the limited partnership is to dissolve is December 31, 2014.

(f) the business of the limited partnership and the relationship of the partners thereto shall be governed by the limited partnership agreement of even date herewith executed by all of the general partners and limited partners.

(g) an affidavit declaring the amount of the capital contribution of the limited partners and the amount anticipated to be contributed by the limited partners accompanies this certificates as Exhibit "A".

In witness whereof this instrument was executed this 16th day of March, 1995.

BY: BELGRAVE, INC., General Partner

BY: _____
JOSE M. MARTINEZ, President

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 16th day of January, 1995, by JOSE L. MARTINEZ, as President of BELGRAVE, INC., General Partner, on behalf of COPA RECORDS LTD., a Florida Limited Partnership, who is personally known to me and who did take an oath.

_____
NOTARY PUBLIC, State of Florida at Large

My Commission Expires:

CLARA M. SCOTT
MY COMMISSION # CC 296580
EXPIRES: June 22, 1997
Bonded Thru Notary Public Underwriters

AFFIDAVIT

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared JOSE M. MARTINEZ, who upon being duly sworn under oath deposes and says:

1. That he is the President of Belgrave, Inc., a corporation organized and existing under the laws of Florida. Said corporation is the general partner of Copa Records, Ltd., a Florida Limited Partnership.

2. The amount of the capital contribution of each limited partner and the amount anticipated to be contributed by each limited partner is as follows:

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NAME	CASH CONTRIBUTIONS
Jose M. Martinez	$122,000.00
Alex D'Castro	$ 20,000.00
Ramon Diego	$ 10,000.00
TOTAL:	**$152,000.00**

FURTHER AFFIANT SAYETH NOT.

JOSE M. MARTINEZ

Exhibit "A"

The foregoing instrument was acknowledged before me this 16th day of March, 1995, by JOSE L. MARTINEZ, as President of BELGRAVE, INC., General Partner, on behalf of COPA RECORDS, LTD., a Florida Limited Partnership, who is personally known to me and who did take an oath.

NOTARY PUBLIC, State of Florida at Large

My Commission Expires:

CLARA M. COUTT
MY COMMISSION # CC 296580
EXPIRES: June 22, 1997
Bonded Thru Notary Public Underwriters

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND $500 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT
1996

FLORIDA DEPARTMENT OF STATE
Sandra Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
96 JAN 29 AM 10:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership: COPA RECORDS, LTD.

1a. DOCUMENT # A95000000462

Mailing Address:
% BELGRAVE, INC.
6955 N.W. 77TH AVENUE, SUITE #404-A
MIAMI FL 33166

Principal Office Address:
% BELGRAVE, INC.
6955 N.W. 77TH AVENUE, SUITE #404-A
MIAMI FL 33166

If above addresses are incorrect in any way, line through the incorrect information and enter correct address in Block 2 and/or 2a

2. New Mailing Address, If Applicable: 814 PONCE DE LEON BLVD
Suite, Apt. # etc.: SUITE 302
City, State & Zip: CORAL GABLES, FL 33134

2a. New Principal Office Address, If Applicable: 814 PONCE DE LEON BLVD
Suite, Apt. # etc.: SUITE 302
City, State & Zip: CORAL GABLES, FL 33134

3. Date Formed or Registered to Do Business in FLORIDA: 03/21/1995

3a. Date of Last Report:

4. State or Country of Formation: FL

5a. Capital Contributions as Shown on Record: $152,000.00

5b. Amount of Capital Contributions in FLORIDA to date:

6. FEI Number: 65-0572625

7. CERTIFICATE OF STATUS REQUIRED
Applied For
Not Applicable
$8.75 Additional Fee required for a Certificate of Status

8. FEES: 1) Filing Fee. Computed at a rate of $7 per $1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of $52.50 and a maximum of $437.50
2) Supplemental Fee. $138.75 (pursuant to section 607.193, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN $191.25 ($52.50 + $138.75) AND NO MORE THAN $576.25 ($437.50 + $138.75)
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

300001702423
-01/31/96--01027--023
****576.25 ****576.25

9. Name and Address of Current Registered Agent:
MARTINEZ, JOSE M
6955 N.W. 77TH AVENUE
SUITE #404-A
MIAMI FL 33166

10. If changed, new Registered Agent/Office
Name: JOSE M. MARTINEZ
Street Address (P.O. Box Number is Not Acceptable): 814 PONCE DE LEON BLVD
Suite, Apt. # etc.: SUITE 302
City: CORAL GABLES FL Zip Code: 33134

10a. Pursuant to the provisions of sections 620.1051 and 620.1921, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.1921, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration/ Document Number
BELGRAVE, INC.	6955 N.W. 77TH AVENUE	MIAMI FL 33166	P95000005393

AR - $437.50
SF. $138.75
1-30-96

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(i) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath; I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by Chapter 620, Florida Statutes.

SIGNATURE X

DATE Jan 23, 1995

Typed or Printed Name of General Partner Signing Form: JOSE M. MARTINEZ

Telephone Number: 305-529-6686

CR2E003 (6/95)

0006177