

A 95 000000 462

LAW OFFICES
ROBERT W. STEWART, P.A.
1394 BRICKELL AVENUE
THIRD FLOOR
MIAMI, FLORIDA 33131

TELEPHONE (305) 388-7272

March 17, 1995

TELECOPIER (305) 388-7788

Florida Department of State
Division of Corporations
400 East Gaines Street
Tallahassee, Florida 32300

VIA FEDERAL EXPRESS

RE: Copa Records Ltd.

Gentlemen:

900001435769
-03/22/95--01008--006
***1151.50 ***1151.50

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:

\$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.
<u>\$1,151.50</u>	•	TOTAL

FILED
MAR 21 AM 10:35
FEDERAL EXPRESS

3/23/95	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.
Document Examiner	DEC
Updater	DEC
Updater Verifier	DEC
Admin. Assistant	DEC
W. P. Verifier	DEC

Sincerely,

Claire M. Scott,
Legal Assistant

TC
\$152,000.00

A 95 000000 462

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. *99500005393*
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 certificate as Exhibit "A".

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

BY: BELGRAVE, INC., General Partner

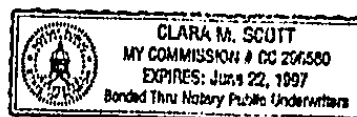
BY: Jose M. Martinez
JOSE M. MARTINEZ, President

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.

Clara M. Scott
NOTARY PUBLIC, State of Florida at
Large

My Commission Expires:



AFFIDAVIT

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

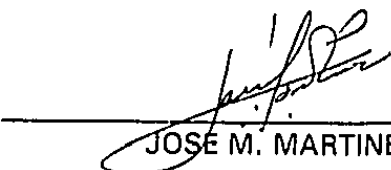
BEFORE ME, the undersigned authority, personally appeared JOSE M. MARTINEZ, who upon being duly sworn under oath deposes and says:

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:

<u>NAME</u>	<u>CASH</u> <u>CONTRIBUTIONS</u>
Jose M. Martinez	\$122,000.00
Alex D'Castro	\$ 20,000.00
Ramon Diego	\$ <u>10,000.00</u>
TOTAL:	<u>\$152,000.00</u>

FURTHER AFFIANT SAYETH NOT.



JOSE M. MARTINEZ

Exhibit "A"

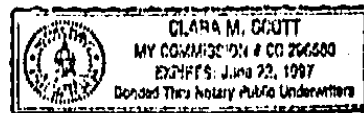
FILED
MAR 21 11 10 35

The foregoing instrument was acknowledged before me this 16th day of March, 1996, 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:



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 M. Adams
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

1a. DOCUMENT #
A95000000462

COPA RECORDS, LTD.

Mailing Address

% BELGRAVE, INC.
6955 N.W. 77TH AVENUE, SUITE #404-A
MIAMI FL 33168

Principal Office Address

% BELGRAVE, INC.
6955 N.W. 77TH AVENUE, SUITE #404-A
MIAMI FL 33168

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

3. Date Forwarded or Registered to DCS 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. FIC Number
65-0572625

Applied For
Not Applicable

7. CERTIFICATE OF STATUS REQUIRED
\$0.75 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 5a or 5b 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 (\$32.50 + \$158.75) AND NO MORE THAN \$437.50 (\$437.50 + \$138.75)
Note: If the amount entered in 5a is greater than amount entered in 5b, 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 33168

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 620.102 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 620.102 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)

BELGRAVE, INC.

11a. Address of Each General Partner
(Do NOT Use Post Office Box Numbers)

6955 N.W. 77TH AVENUE

11b. City, State & Zip Code

MIAMI FL 33168

11c. Registry/
Document Number

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(1)(b), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(1)(b) 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

DATE Jan 23, 1995

Typed or Printed Name of General Partner Signing Form

JOSE M. MARTINEZ

Telephone Number 305-529-6686

CR2E003 (6/95)