

F03000000728

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Emúsica Holdings, Inc.
(Name of corporation - must include suffix)

FILED
2003 FEB 12 PM 3:37
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Raphael C. Barbosa Da Silva
(Name of Person)

Emúsica Holdings, Inc.
(Firm/Company)

10544 NW 26 Street, Ste # E 104
(Address)

Miami, Florida 33172
(City/State and Zip code)

500005450665
-05/03/02-01079-007
*****87.50 *****87.50

For further information concerning this matter, please call:

Raphael C. Barbosa
Da Silva at () 305-599-2011
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy

W02-13474
J. BRYAN MAY 9 2002

FEB 13 2003



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: February 10, 2003

RE: Emusica Holdings, Inc.

Based on my review of the file and the information received from the corporation, it is my recommendation that this file be closed. Corporation erroneously represented on its May 3, 2002 application it had transacted business in Florida since 1999, notwithstanding the fact its activities do not come within the definition of "transacting business" under section 607.1501, Florida Statutes. Accordingly, no penalties or past annual report fees are due. Corporation wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended that corporation be issued a certificate of authority.

/gty

FILED
2003 FEB 12 PM 3:37
CORPORATIONS
TALLAHASSEE, FLORIDA

TO: Gerry York, General Counsel's Office
FROM: Gretchen S. Harvey, Registration Section
DATE: February 4th, 2003
SUBJECT: EMUSICA HOLDINGS, INC.
REFERENCE: W02000013474

FILED
2003 FEB 12 PM 3:31
JULIAN CORPORATION
TALLAHASSEE, FLORIDA

Pursuant to Mr. Barbosa da Silva's letter of January 14th, the attached documents and correspondence are being forwarded to you for appropriate handling.

Please note the attached documents appear to meet the filing requirements stipulated in Chapter 607, Florida Statutes, with the exception of any penalty or annual report fees that may be due this office.

Should you have any further questions concerning this matter, please do not hesitate to get in touch.

/gsh

CM 2/9/03
Barbosa da Silva

quality

Emusica Holdings, Inc.

January 14, 2003

Diane Cushing
Corporate Specialist
Division of Corporations
Florida Department of State
PO BOX 6327
Tallahassee, FL 32314

Ref: number: W02 000 013 474 January 7, 2003
Letter Number 703 A00 000 801

FILED
2003 FEB 12 PM 3:5
JULIA A. BARNETT, CLERK
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Dear Mrs. Cushing,

I assumed my present job as Chief Financial Officer of Emusica Holdings, Inc. and I am in the process of fixing many things my predecessor did not do.

I asked for the registration of Protel Records, Inc. and Musiteca Music Corporation, at the same time as Emusica, and we have paid and obtained the registration for those two companies.

We thought Emusica, as a holding company, that has no commercial or economic activity would not be required to have the Authorization To Transact Business in Florida, and this is why we did not continue with Emusica's registration. However, from your explanation and the copy of the Florida Statutes you attached, I just learned that the mere fact of having a bank account is enough to require the authorization.

This registration request is a proof of our good faith, and I would ask you if the civil penalty can be waived, and we would pay the remaining balance.

Sincerely,



Raphael C. Barbosa da Silva
CFO
Emusica Holdings, Inc.



FLORIDA DEPARTMENT OF STATE

Ken Detzner
Secretary of State

January 7, 2003

RAPHAEL C. BARBOSA DA SILVA
10544 NW 26 ST., STE. E104
MIAMI, FL 33172

SUBJECT: EMUSICA HOLDINGS, INC.
Ref. Number: W02000013474

FILED
2003 FEB 12 PM 3:37
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for EMUSICA HOLDINGS, INC..

The referenced application states that the corporation has transacted business in the State of Florida since April 26, 1999. You were notified by letter dated May 9, 2002, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$3450.00 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (850) 487-6051.

Diane Cushing
Corporate Specialist Letter No. 703A00000801

Enclosure



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 9, 2002

RAPHAEL C. BARBOSA DA SILVA
10544 NW 26 ST., STE. E104
MIAMI, FL 33172

SUBJECT: EMUSICA HOLDINGS, INC.
Ref. Number: W02000013474

FILED
2003 FEB 12 PM 3:30
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for EMUSICA HOLDINGS, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$3,450.00.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

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

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 802A00029305

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Emusica Holdings, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 06-1543149
(FEI number, if applicable)
4. 4/26/99
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 4/26/99
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 10544 NW 26 Street, #E104, Miami, Florida 33172
(Principal office address)
- SAME
(Current mailing address)
8. Produce Records for the Latin music market
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Raphael L. Barbosa Da Silva

Office Address: 10544 NW 26 Street, #E104

Miami

(City)

Florida

33172

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

X Raphael L. Barbosa Da Silva
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Mark Jacobs

Address: 383 Main Avenue, Merritt View, PH
Norwalk, CT 06851

Vice Chairman: _____

Address: _____

Director: Giorgio W. Breil

Address: 10544 NW 26 St, #E104
Miami, Florida 33172

#

G.S. Livingston III

10544 NW 26 St, #E104
Miami, Florida 33172

Director: Bruce Gillis

Address: 331 Aubrey Road
Wynnewood, PA 19096

#

David Good

383 Main Avenue, Merritt View, PH
Norwalk, CT 06851

B. OFFICERS

President: Giorgio W. Breil

Address: 10544 NW 26 St, #E104
Miami, Florida 33172

Vice President: Raphael C. Barbosa Da Silva

Address: 10544 NW 26 St, #E104
Miami, FL 33172

Secretary: Giorgio W. Breil

Address: 10544 NW 26 St, #E104
Miami, FL 33172

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. _____

Raphael C. Barbosa Da Silva

(Typed or printed name and capacity of person signing application)

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2003 FEB 12 PM 3:37
OFFICE OF CORPORATIONS
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

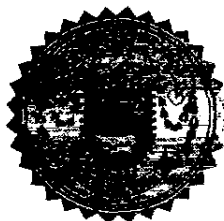
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EMUSICA HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF FEBRUARY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
2003 FEB 12 PM 3:37
DELAWARE SECRETARY OF STATE
HARRIET SMITH WINDSOR
DELAWARE, FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3031709 8300

AUTHENTICATION: 1601078

020080820

DATE: 02-07-02