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ARTICLE OF ORGANIZATION
OF
IEMPSA RECORDS, LLC
LIMITED LIABILITY COMPANY

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this Limited Company shall be: IEMPSA RECORDS, LLC. Initial office shall be located at 986 Marina Drive, in the City of Weston, County of Broward, State of Florida, but it shall have the power and authority to establish branch offices at any other places of place as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

- 1- To engage in any activity or business authorized under the Florida Statutes.
- 2- In general, to carry on any and all incidental business; to have and exercise all powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

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Pembroke Pines FL 33024

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- 3- To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, Goodwill, rights, assets, and liabilities of any person, firm, association, or corporation, carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of these rights and property to acquired.
- 4- To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
- 5- To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney - in-fact for any persons or corporation, and perform any service under contract or otherwise for any corporation, joint stock company association, partnership, firm, syndicate, individual, or other entity, and in its capacity or under this arrangement develop, improve, stabilize, strengthen, or extended the property and commercial interest of the property and aid, assist, or participate an any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the information, rights, privileges, and immunities of limited liability companies for profit.
- 6- To do everything, proper, advisable, or convenient for the accomplishment of any purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorized or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by an unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

Management of this limited liability company is reserved to its members until December 31 2004, acting according to the operational agreement signed by each member, whose names and addresses are as follows:

Members

Address

Alfredo Rodrich

C/O IEMPSA RECORDS, LLC
986 Marina Drive
Weston, FL 33327

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ARTICLE V**MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VII**PROFITS AND LOSSES**

- a- Profit Sharing: The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits or to the distributive share of the profits specified as follows:

Member's Name	Percentage
Alfredo Rodrich	49%
Producciones Iempsa S.A.C. A Peruvian Corporation	51%

The distributive share of the profits shall be determined and paid to the members at the end of the fiscal year closing or after presentation of Federal Income Tax Return, whichever is agree among the members of the Limited Liability Company.

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- b- Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or if these sources are insufficient to cover such losses, by the members in the percentages above described.

ARTICLE VIII

DURATION

This limited liability company shall exist perpetually or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

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ARTICLE IXINITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 988 Marina Drive, City of Weston, County of Broward, State of Florida and the name of the company's initial registered agent at that address is Milagros Montori.

The undersigned being the original members of the limited liability company certify that this instrument constitutes the purposed Article of Organization of IEMPBA RECORDS, LLC.

WITNESS the hand and seal of the manager in Broward County, State of Florida, this 24th day of AUGUST 2004.

Milagros Montori
Milagros Montori
Manager

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STATE OF FLORIDA)
) S.S.
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, that MILAGROS MONTORI, who is personally known to me, who presented the following identification _____, and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and seal at, Broward County, Florida this 24th day of AUGUST 2004.

Amfm Bm
Notary Public.



My Commission Expires

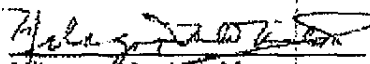
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In compliance with Section 49.001, Florida Statutes, the following is submitted:

FIRST: That IEMPSA RECORDS, LLC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the city of Weston, State of Florida, has named Milagros Montori, as its Agent to accept service of process within Florida.

Having been named to accept service of process for the above stated Limited liability Company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Milagros Montori, Manager

Date: AUGUST 24-04

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ALAN ARSENAULT
TALLAHASSEE, FLORIDA

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