



THE UNITED STATES
CORPORATION
COMPANY

N94000003994

FILED
APR 11 PM 3:52
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ACCOUNT NO. : 072100000032

REFERENCE : 658068

4144A

AUTHORIZATION :

Patricia Pujols

COST LIMIT : \$43.75

Amended

ORDER DATE : April 11, 2000

ORDER TIME : 10:22 AM

*&
Restated*

ORDER NO. : 658068-005

200003203502--2

CUSTOMER NO: 4144A

CUSTOMER: Rosa Maria Ancheta, Legal Asst
Holland & Knight
Suite 3000
701 Brickell Avenue
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: IBEROAMERICANA DE DERECHOS DE
AUTOR LATINAUTOR,
INCORPORATED

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Ellyn Herndon

EXAMINER'S INITIALS:

RECEIVED
00 APR 11 AM 11:27
DEPARTMENT OF STATE
DIVISION OF CORPORATE
TALLAHASSEE, FLORIDA

*02250, 00563, 00672 4/18/00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 11, 2000

CSC
1201 Hays Street
Tallahassee, FL 32301

RESUBMIT

Please give original
submission date as file date.

SUBJECT: ORGANIZACION IBEROAMERICANA DE DERECHOS DE AUTOR
LATINAUTOR, INCORPORATED
Ref. Number: N94000003994

We have received your document for ORGANIZACION IBEROAMERICANA DE DERECHOS DE AUTOR LATINAUTOR, INCORPORATED and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

The date of adoption of each amendment must be included in the document.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 200A00019871

RECEIVED
00 APR 18 PM 12:13
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
ORGANIZACION IBEROAMERICANA DE DERECHOS
DE AUTOR LATINAUTOR, INCORPORATED

Pursuant to the provisions of Section 617.1007 of the Florida Business Corporation act (the "Act"), the undersigned corporation adopts the following Amended and Restated Articles of Incorporation:

1. The name of the corporation is ORGANIZACION IBEROAMERICANA DE DERECHOS DE AUTOR LATINAUTOR, INCORPORATED.

2. The Articles of Incorporation of the corporation were filed with the Florida Department of State on August 15, 1994.

3. These First Amended and Restated Articles of Incorporation of the corporation were duly adopted by the action by written consent of the Members and Board of Directors of the corporation, pursuant to Section 617.1002 of the Act constituting a sufficient number of votes cast to approve such amendment.

4. The Articles of Incorporation of the corporation are hereby amended and restated as follows:

ARTICLE I

Name and location of Principal Office

The name of this corporation is "ORGANIZACION IBEROAMERICANA DE DERECHOS DE AUTOR LATINAUTOR, INCORPORATED", a Florida not-for-profit corporation (the "corporation"). Its principal office shall be at 1688 Meridian Avenue, Suite 509, Miami Beach, Florida 33140.

ARTICLE II

Term

This corporation shall have perpetual existence.

ARTICLE III

General Purposes

The purposes for which the corporation is organized are exclusively as comprised in the following not-for-profit activities:

- (a) The effective protection of the copyrights in which members are vested in and to musical works, with or without lyrics, dramatic works, dramatico-musical works, choreographic works, entertainments in dumb show, audiovisual works and literary works, by administering such rights.
- (b) The protection of the Ibero-American repertoire of such works.
- (c) The worldwide diffusion and promotion of the said works of the Ibero-American repertoire.
- (d) To fight against the unauthorized reproduction of such works in any of their forms.

The corporation shall distribute no net earnings of the corporation to any member or individual, and its affairs shall be governed by section 501(c) (6) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE IV

Activities Not Permitted

Notwithstanding any other provision of these articles, this corporation will not carry on any activity not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c) (6) of the Internal Revenue Code of 1986 or the corresponding provision of any future United' States Internal Revenue Law.

ARTICLE V

Dedication and Distribution of Assets

No part of the net earnings of the corporation shall inure to the benefit of any Member, Director, or officer of the corporation or any private individual. only the said officers may be paid a reasonable compensation for services rendered to or for the corporation affecting one or more of its purposes.

ARTICLE VI

Management of the Corporate Affairs

(a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors The Board shall have such number of Directors as are determined by the Representative Council. The Board shall never consist of than three Directors.

The Board of Directors may take action without a meeting if all Members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be included in and filed with the minutes of the

proceedings of the Board. Any such action shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

(b) Corporate Officers. The Board of Directors shall elect from among the Directors, the President and Vice President of the Board, and name the General Secretary and the Chief Executive of the corporation, as the Bylaws may authorize.

ARTICLE VII

Indemnification

Every person who now is or hereafter shall be a Director, officer or agent of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he or she is or shall be made a party by reason of his or her being or having been a Director, officer or agent of, the corporation (whether or not he or she is a Director, officer or agent of the corporation at the time he or she is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him or her) except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceedings to have been derelict in the

performance of his or her duties as such Director, officer or agent. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

ARTICLE VIII

Membership

The membership of this corporation shall be limited to organizations of songwriters with legal domicile in Spanish and/or Portuguese speaking countries ("Sociedades de Autores") elected to membership by the Board of Directors to share the purposes of the corporation and fulfill the requirements established in the Bylaws. The Directors shall prescribe the form in which application may be made for membership. Members may be admitted by the Board of Directors only. There shall be no authorized number of Members. The different classes of membership, voting and other rights of Members and their liabilities in all respects, and in particular their dues and assessments and the method of collection thereof, shall be determined by the Board of Directors.

ARTICLE X

Bylaws

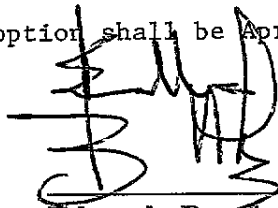
The Board of Directors has provided such Bylaws as it has deemed necessary for the conduct of the business of the corporation and the carrying out of its purposes. The Bylaws may only be altered, amended or rescinded by the Board of Directors.

ARTICLE XI

Amendments to Articles of Incorporation

An amendment to these Amended and Restate Articles of Incorporation may be proposed by any member of the Board of Directors, but such amendment may be adopted only after receiving an affirmative vote of all of the members of the Board of Directors.

These First Amended and Restated Articles of Incorporation of ORGANIZACION IBEROAMERICANA DE DERECHOS DE AUTOR LATINAUTOR, INCORPORATED are hereby executed on this 6th day of April ~~February~~, 2000 and the date of adoption shall be April 6th, 2000.



Eduardo Bautista
President and Director