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Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 922-4001

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Account Name : EMPIRE CORPORATE KIT COMPANY
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

G & G RECORD DISTRIBUTION, CORP.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF
G&G RECORD DISTRIBUTION, CORP.**

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is G&G RECORD DISTRIBUTION, CORP.

ARTICLE II: DURATION

The period of duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE III: INITIAL REGISTERED OFFICE AND AGENT

The initial Registered Office and Agent of this Corporation shall be:

GILBERTO ARROYAVE
10441 NW 28 Street
Miami, FL 33172 - USA

ARTICLE IV: PRINCIPAL PLACE OF BUSINESS

The principal office address of this corporation is:

10441 NW 28 Street
Miami, FL 33172 - USA

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ARTICLE V: INITIAL BOARD OF DIRECTORS

The number of persons constituting the Board of Directors of this corporation shall be two (02) initially. The name and street address of the initial Directors is:

GILBERTO ARROYAVE
GABRIELA MARIA CARDONA
10441 NW 28 Street
Miami, FL 33172 - USA

ARTICLE VI: OFFICERS

The initial President, Secretary and Treasurer of the Corporation is

GILBERTO ARROYAVE, President
GABRIELA MARIA CARDONA, Secretary
MARLENE TORRES, Treasury

ARTICLE VII: STOCK

The maximum number of shares that this corporation is authorized to issue and have outstanding is One Thousand Shares.

ARTICLE VIII: INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is:

GILBERTO ARROYAVE
10441 NW 28 Street
Miami, FL 33172 - USA

ARTICLE IX: AMENDMENTS

This corporation reserves the right to amend or repeal the provisions of these Articles of Incorporation or any amendments thereto.

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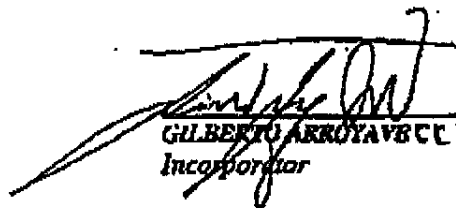
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*IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR
HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS
25 DAY OF JANUARY 2000.*


GILBERTO ARROYAVE
Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT & REGISTERED OFFICE**

Pursuant to the provisions of the Florida Statutes, the Undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

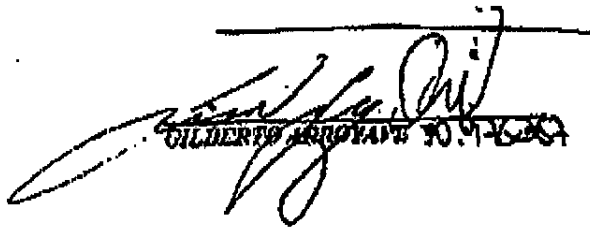
The name of this corporation is G&G RECORD DISTRIBUTION, CORP.

The name and address of the Registered Agent and Registered Office is:

GILBERTO ARROYAVE
10441 NW 28 Street
Miami, FL 33172 - USA

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

DATED: JANUARY 25, 2000


GILBERTO ARROYAVE TO: M-USA

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