

Charter Number Only

# PROOF

Requestor's Name Louis Tertocha, P.A.  
 Address One S.E. 3rd Ave  
 City Miami State FL ZIP 33131 Phone \_\_\_\_\_

(305) 377-2140

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 -08/25/00-01030-004  
 \*\*\*\*\*78.75 \*\*\*\*\*78.75

CORPORATION(S) NAME

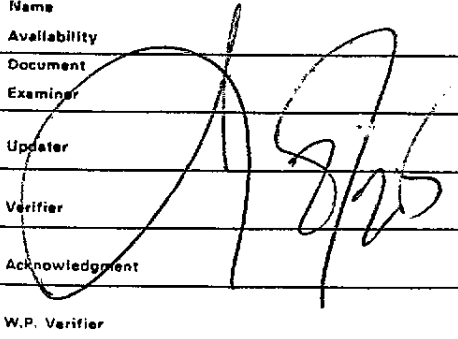
FASAR Music, Inc.

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Amendment
- Dissolution
- Annual Report
- Reservation
- Photo Copies
- Call If Problem
- Will Wait
- Merger
- Mark
- Other
- Change of Registered Agent
- Certificate Under Seal
- After 4:30
- Mail Out

00 AUG 25 AM 12:17  
 SECRETARY OF STATE  
 TALLAHASSEE FLORIDA

02 AUG 25 AM 9:35  
 STATE ARCHIVE  
 TALLAHASSEE FLORIDA

  
 Empire Toll Free: 1-800-432-3028

Name	
Availability	
Document	
Examiner	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

Certified Copy

**ARTICLES OF INCORPORATION  
OF  
FASAR MUSIC, INC.**

The undersigned incorporator, for the purpose of forming a corporation, under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I: NAME**

The name of the corporation shall be FASAR MUSIC, INC.

**ARTICLE II: PRINCIPAL OFFICE**

The principal place of business and mailing address of this Corporation shall be located at 5601 Collins Avenue, Suite 615, Miami Beach, Florida 33140.

**ARTICLE III: CORPORATE PURPOSE**

The object and purpose to be transacted and carried on by this Corporation and the services to be rendered in connection therewith are as follows:

1. The Corporation shall engage in the business of music publishing and production, exemplified by, but not limited to, the activities of promoting, licensing, and exploiting the performance and publication of musical compositions, administering the legal protection of musical compositions, the collection of income generated by the promotion, licensing, and exploitation of musical compositions, the distribution and payment to songwriters and publishers of their respective shares of the collected income, the promotion of songwriters, the purchase, sale and licensing of music catalogs, the production of musical recordings, and all other aspects of the music publishing and record production industry.

2. To do all and everything necessary and proper for the accomplishment of any of the objects or purposes enumerated in these Articles of Incorporation or any amendment thereto, or in furtherance of this Corporation and, in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful business, transactions, or activities for which corporations may be incorporated, and permitted under the laws of Florida and the United States, and to attain the objectives of this Corporation.

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**ARTICLE IV: AUTHORIZED SHARES - CAPITALIZATION**

The Corporation shall be authorized to create, issue and have outstanding at any one time, a maximum of 500 shares of common stock having a par value of one dollar (\$1.00) per share.

The entirety or any percentage of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, but not less than the par value of the stock so to be issued.

**ARTICLE V: EXISTENCE AND DURATION**

The existence of this Corporation shall commence upon the filing of these Articles of Incorporation. The Corporation shall continue perpetually unless dissolved in accordance with the laws of the State of Florida.

**ARTICLE VI: INITIAL REGISTERED AGENT AND OFFICE**

The street address of the Initial Registered Agent and principal office of this Corporation in the State of Florida shall be:

5601 Collins Avenue, Suite 615  
Miami Beach, Florida, 33140

The name of the Initial Registered Agent of this Corporation at that address shall be:

Mr. Luis Sarmiento

**ARTICLE VII: BOARD OF DIRECTORS**

The business of this Corporation shall be managed by a Board of Directors which shall consist of not less than one (1) individual. The number of Directors may be either increased or decreased from time to time by an amendment of the Bylaws of this Corporation in the manner provided by law, but shall never be less than one (1).

**ARTICLE VIII: INITIAL BOARD OF DIRECTORS**

The name and street address of the members of the Initial Board of Directors who shall hold office until their successors shall have been duly elected or appointed and have qualified are as follows:

Mr. Luis Sarmiento and  
Ms. Virginia Faiad  
5601 Collins Avenue, Suite 615  
Miami Beach, Florida, 33140.

**ARTICLE IX: INCORPORATORS**

The name and street address of the individual organizing this Corporation and executing these Articles of Incorporation as the incorporator are as follows:

Mr. Luis Sarmiento  
5601 Collins Avenue, Suite 615  
Miami Beach, Florida, 33140.

**ARTICLE X: INDEMNIFICATION**

To the extent permitted by law, the Corporation is empowered to indemnify each person serving as an Officer or Director of the Corporation or any former Director or Officer of the Corporation from and against any and all claims and liabilities to which such person shall become subject by reason of being a Director or Officer of the Corporation, or by reason of any action alleged to have been taken or omitted by the Director or Officer. The Corporation may reimburse each person for all legal costs and attorneys fees (at all levels) and other expenses reasonably incurred in connection with any claim or liability.

The rights accruing to any individuals under the foregoing provisions shall not exclude any other rights to which they may be lawfully entitled, nor shall anything therein contained restrict the right of the Corporation to indemnify or reimburse such individuals in any proper case even though not specifically provided herein.

**ARTICLE XI: SPECIAL PROVISIONS**

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and conduct of the affairs of this Corporation:

1. This Corporation shall have the power to enter into, or become a partner in , any agreement for the sharing of profits, union of interests, or joint venture with any person, firm, entity or corporation to carry on any business or to make any investments otherwise permitted for this Corporation and as permitted by law.

2. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interests of the Corporation's directors or shareholders, shall have the power to establish reasonable compensation for its directors, officers and employees, and shall have the power to provide one or more of the following additional compensation plans, whether singularly, on behalf of the Corporation, or in participation or conjunction with other individuals, partnerships or corporations:

- a). A pension plan;
- b). A profit-sharing plan;
- c). A medical-dental reimbursement plan;
- d). A thrift and savings plan;
- e). A stock bonus plan;
- f). A stock option plan; or
- g). Other insurance, retirement, disability, death benefit or incentive

compensation plans.

**ARTICLE XII: AMENDMENT OF ARTICLES**


This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, as permitted by law, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREFORE, the undersigned incorporator has executed these Articles of Incorporation on this 23<sup>rd</sup> day of August, 2000.

*[Handwritten Signature]*  
 \_\_\_\_\_  
 Luis Sarmiento, Incorporator

STATE OF FLORIDA   )  
   ) SS  
 COUNTY OF DADE    )

THE FOREGOING instrument was acknowledged and sworn to before me this 23<sup>rd</sup> day of August, 2000, by Luis Sarmiento, who has produced a valid Identification Card, No. S655-521-46-423-0 from the State of Florida as identification, and who acknowledged that he executed same for the purpose stated herein.

 Nancy M. Chang-Silva-Urso  
 My Commission CC859474  
 Expires June 30, 2001

*[Handwritten Signature]*  
 \_\_\_\_\_  
 Nancy M. Chang-Silva-Urso, Notary Public  
 My Commission CC869474  
 My commission expires June 30, 2001

(SEAL)

**CERTIFICATE OF DESIGNATION  
OF REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statutes, Section 48.091 and Section 607.0501, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statements in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the Corporation: FASAR MUSIC, INC.
2. The name and address of the Registered Agent and office is

Mr. Luis Sarmiento  
5601 Collins Avenue, Suite 615  
Miami Beach, Florida, 33140.

**ACCEPTANCE AND ACKNOWLEDGMENT**


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 a Registered Agent.


  
\_\_\_\_\_  
LUIS SARMIENTO

960 23<sup>rd</sup>, 2000  
\_\_\_\_\_  
DATE

STATE OF FLORIDA )  
                              ) SS  
COUNTY OF DADE )

THE FOREGOING instrument was acknowledged and sworn to before me this 23<sup>rd</sup> day of August, 2000, by Luis Sarmiento, who has produced a valid Identification Card No.: S655-521-46-423-0 from the State of Florida as identification, and who acknowledged that he executed same for the purpose stated herein.

 Nancy M Chang-Silva-Urso  
My Commission CC859474  
Expires June 30, 2001

  
\_\_\_\_\_  
Nancy M. Chang-Silva-Urso, Notary Public  
My Commission CC869474  
My commission expires June 30, 2001

FILED  
AUG 25 PM 4:17  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

(SEAL)