

LAW OFFICES OF
Howard W. Mazloff, P.A.

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FILED
01 JAN 24 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 22, 2001

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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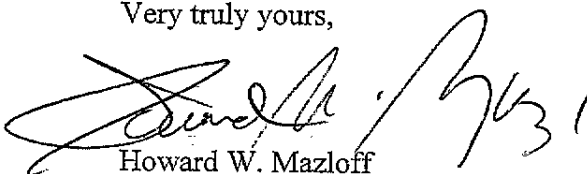
Re: Valgon Music & Video Distributors, Inc.

Dear Sir or Madame:

Enclosed please find an original and one copy of Articles of Incorporation and Registered Agent Designation for the above-referenced corporation. Also enclosed is a check in the sum of \$78.50 as and for the filing fee, fee for a certified copy and the fee for the Registered Agent Designation. I have enclosed a self-addressed stamped envelope for your use in forwarding the certified copy of the Articles of Incorporation to us.

Please do not hesitate to contact this office should you have any questions with regard to the foregoing.

Very truly yours,


Howard W. Mazloff

HWM:dd
Enc.

Ret 1/25/01 ✓

ARTICLES OF INCORPORATION

OF

VALGON MUSIC & VIDEO DISTRIBUTORS, INC.

FILED

01 JAN 24 PM 12:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

Name of Corporation

The name of the corporation is Valgon Music & Video Distributors, Inc.

ARTICLE II

Term of Existence

The duration of this corporation is perpetual. The effective date of this corporation is upon filing of the Articles.

ARTICLE III

Purpose

This corporation is organized for the general purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Stock

The aggregate number of shares which this corporation shall have authority to issue is 100,000 shares of common voting stock at \$.01 par value per share. Fully-paid stock of this corporation

shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. To the extent of the par value of such shares, and the excess, if any, of consideration received for such shares, same shall constitute capital surplus.

ARTICLE V

Amendment

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders' meeting called for that purpose.

ARTICLE VI

Shareholder Rights

Shareholders of the corporation shall have pre-emptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders and no issuance of stock of the corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the corporation.

ARTICLE VII

Initial Registered Office and Registered Agent

The street address of this corporation's initial registered office is 9200 South Dadeland Boulevard, Suite 420, Miami, Florida, 33156 and the name of the initial registered agent at that address is Howard W. Mazloff.

ARTICLE VIII

Directors

The number of directors constituting the initial Board of Directors of this corporation is one (1). The name and address of the person to serve as Director until the first annual meeting of shareholders, or until their successors are elected and qualify, is:

<u>Name</u>	<u>Address</u>
Eduardo Valdez President and Director	1440 Brickell Bay Drive #306 Miami, FL 33131

ARTICLE IX

Incorporators

The name and address of the individual signing these Articles

of Incorporation is:

<u>Name</u>	<u>Address</u>
Howard W. Mazloff	Dadeland Towers, Suite 420 9200 South Dadeland Blvd. Miami, Florida 33156

ARTICLE X

Principal Office

The principal office of the corporation shall be 9200 South Dadeland Boulevard, Suite 420, Miami, Florida, 33156.

ARTICLE XI

Miscellaneous

1. The By-Laws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.

2. No contract or other transaction between this corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is a director or officer of such other corporation.

DATED this 22 day of January, 2001.


HOWARD W. MAZLOFF, INCORPORATOR

CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

FILED

01 JAN 24 PM 12:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

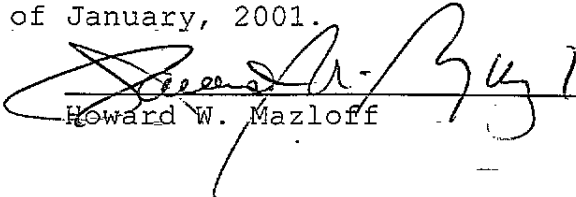
The following is submitted pursuant to Section 48.091(1) and
607.034, Florida Statutes:

VALGON MUSIC & VIDEO DISTRIBUTORS, INC., desiring to organize
under the laws of the State of Florida, being in the County of
Dade, its registered office being at 9200 South Dadeland Boulevard,
Suite 420, Miami, Florida, 33156, has named Howard W. Mazloff at
the same address, as its initial registered agent to accept service
of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-
stated corporation at the initial registered office of the
Corporation in this state, I hereby accept to act in this capacity.

DATED this 22 day of January, 2001.


Howard W. Mazloff

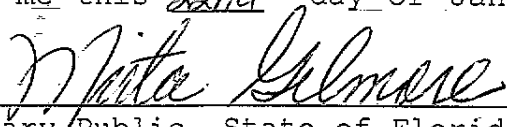
STATE OF FLORIDA)

) SS:

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared,
HOWARD W. MAZLOFF, who after first being duly sworn, acknowledged
the foregoing certificate before me this 22nd day of January,
2001.

(SEAL)


Notary Public, State of Florida

My Commission Expires:

