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**SIDNEY EFRONSON**  
ATTORNEY-ABOGADO

SIDNEY EFRONSON  
SARINO R. (RUSS) COSTANZO\*  
\*ADMITTED TO FL. N.Y. & D.C. BARS

MICHAEL J. OSMAN  
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SUITE 100  
2250 SOUTHWEST 3RD AVENUE  
(CORAL WAY)  
MIAMI, FLORIDA 33129

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July 20, 2001

FILED  
01 JUL 25 AM 10:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Secretary of State  
Corp. Division  
Florida Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Filing Articles of Incorporation of  
**305 METRX, INC.**

Dear Sir/Madam:

Enclosed please find three executed copies of the Articles of Incorporation on the above-named corporation. Also enclosed please find our check in the amount of **\$125.00** representing your payment for the filing of same.

Very truly yours,

  
SARINO R. COSTANZO

200004495562--1  
-07/25/01--01058--021  
\*\*\*125.00 \*\*\*\*\*78.75

SRC:mvc  
Enc.

D. BROWN JUL 27 2001 ✓

**ARTICLES OF INCORPORATION  
OF  
305 METRX, INC.**

**FILED**  
01 JUL 25 AM 10:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby executes these Articles for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of corporation for profit.

**ARTICLE ONE**

This corporation is organized and incorporated under Section 607, F.S.A.

**ARTICLE TWO**

The name of this corporation is:

**305 METRX, INC.**

The mailing address of this corporation is:

**2250 S.W. 3<sup>rd</sup> Avenue  
SUITE 100  
MIAMI, FL 33129**

**ARTICLE THREE**

This corporation shall commence its existence on filing, and its existence shall be perpetual.

**ARTICLE FOUR**

This corporation is organized for the following purposes: music publishing and to conduct any lawful business permitted to be carried on in the State of Florida corporation for profit.

**ARTICLE FIVE**

The maximum number of shares of the common stock with no par value that this corporation is authorized to have outstanding at any one time is 100 shares.

The amounts and descriptions of other than no par value common voting stock which this corporation is authorized to have outstanding are none.

The capital stock may be paid for in property, labor or services at a just valuation to be fixed by the incorporator or by the directors at a meeting called for such purposes or at the organization meeting.

All of the aforementioned stock is to be issued as fully paid for and exempt from assessment.

Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the directors of the company. Stock in other corporation or going businesses may be purchased by the corporation in return for the issuance of its capital stock, and said purchase shall be on such basis and for such consideration and the issuance of such amount of the capital stock as the directors may decide.

#### **ARTICLE SIX**

The address of the initial registered office of this corporation is:

**2250 S.W. 3<sup>rd</sup> AVENUE  
SUITE 100  
MIAMI, FL 33129**

and the name of the initial registered agent of this corporation at that address is:

**SARINO R. COSTANZO, ESQ.  
2250 S.W. 3<sup>RD</sup> AVENUE  
SUITE 100  
MIAMI, FL 33129**

The board of directors may in its discretion change the location of the registered office of the corporation and the designation of the registered agent, and notify the Secretary of State, without the need of any amendment of this Certificate.

## **ARTICLE SEVEN**

The number of directors of this corporation shall not be less than two (2). The number of directors of this corporation shall not be less than two (2). The number of directors may be increased from time to time by the by-laws. The name and address of their initial officers and directors of this corporation is: MARTA DIAZ GRANADOS, President, Treasurer & Director  
FRANK CARVAJAL, Vice President, Secretary & Director

Address: 2250 S.W. 3<sup>rd</sup> AVENUE  
SUITE 100  
MIAMI, FL 33129

## **ARTICLE EIGHT**

The name and address of the person signing these Articles, the number of shares held and the amount of capital is:

**SIDNEY EFRONSON      100 Shares      \$1,000 Capital**

## **ARTICLE NINE**

The power to adopt, alter, amend or repeal by laws shall be vested in the Board of Directors and the shareholders.

## **ARTICLE TEN**

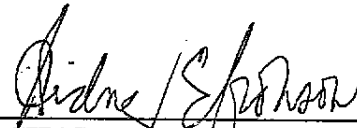
This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

## **ARTICLE ELEVEN**

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

**IN WITNESS WHEREOF**, the undersigned subscribers executed these Articles of


Incorporation this 20<sup>th</sup> day of July, 2001.

  
\_\_\_\_\_  
SIDNEY EFRONSON

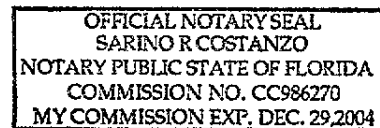
STATE OF FLORIDA       )  
                                  ) ss.:  
COUNTY OF DADE       )

**BEFORE ME**, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared SIDNEY EFRONSON to me well known and known to me to be the individual who executed the foregoing Articles of Incorporation, and who produced identification, Driver's License, and acknowledged before me that he executed the same for the purpose herein expressed.

**IN WITNESS WHEREOF**, I have hereunto set my official seal, in the State and County aforesaid, this 20<sup>th</sup> day of July 2001.

  
\_\_\_\_\_  
NOTARY PUBLIC

Having been named Resident Agent of the above Corporation, I hereby accept this position.



  
\_\_\_\_\_  
SARINO R. COSTANZO  
RESIDENT AGENT

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA