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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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100004526341--1

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

-08/09/01--01029--029

*****78.75 *****78.75

1. R. O. C. DISTRIBUTORS, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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TALLAHASSEE FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
2001 AUG -9 AM 10:42
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Examiner's Initials

ARTICLES OF INCORPORATION

OF

R. O. C. DISTRIBUTORS, INC.

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The undersigned, in order to form a corporation for the purpose hereinafter stated, under and pursuant to the General Corporation Act of the State of Florida, do hereby certify as follows:

ARTICLE I - NAME

The name of this corporation is: R. O. C. DISTRIBUTORS, INC.

ARTICLE II - PURPOSE

The general nature of the business to be transacted by this corporation shall be:

- A) Primarily to engage in the distribution of records, CD, s and related products and in general to perform any duties that may be related thereto.
- B) to purchase, acquire, hold, sell, assign, transfer, mortgage, pledge, and otherwise dispose of the shares of capital stock, bonds, debentures, or other evidence of indebtedness of any corporation, domestic or foreign, and while the holder thereof, to exercise all the rights and privileges of ownership, including the right to vote thereon, and to issue in exchange therefore its own stock, bonds, and other obligations;
- C) to purchase or otherwise acquire, undertake, carry on, improve or develop all or any of the business, good will, rights, assets or liabilities of any person, firm, association of corporation carrying on any kind of business the same as or of a similar nature to that which this corporation is authorized to carry on, pursuant to the provisions of these Articles of Incorporation;

D) This Corporation shall have the power to conduct its business in all of its branches in the State of Florida, or in any other State or territory of the United States, or in the District of Columbia, and the dependencies of the United States or in foreign countries, and ultimately to do all acts and things and to exercise all the powers now or hereafter authorized by law necessary to carry on the business of said corporation, or to promote any of the subjects or objects for which the corporation is formed.

E) The foregoing enumeration of any or all or a combination of either of the specific powers lettered A) through D) both inclusive, shall not be held to limit or restrict in any manner the general powers of the corporation, and therefore the corporation may engage in any lawful act or activity for which corporations may be organized under the General Corporation Act of the State of Florida.

ARTICLE III - DURATION

This Corporation shall have perpetual existence.

ARTICLE IV - CAPITAL STOCK

A) The maximum number of shares of stock that this Corporation is authorized to issue at any time is FourHundred Shares at one dollar (\$1.00) par value.

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

C) The capital stock may be paid for in money, property, labor or services actually performed for the corporation, at just valuation to be fixed by the stockholders or by the Directors at a meeting called for such purposes.

ARTICLE V - REGISTERED OFFICE AND AGENT

- A) The street address of the initial registered office of this Corporation is:
2650 S.W. 30th Court, Miami, Fla 33133
- B) The name of the initial registered agent of this Corporation at the above
address is: ROBERTO CARRERAS

ARTICLE VI - BOARD OF DIRECTORS

This Corporation shall have four directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

Robeto Carreras
2650 S.W. 30th Ct
Miami, FLA. 33133

Elia O Ortega
1951 S.W. 64th Court
Miami, Fla. 33155

Carmen Alfonso
2648 S.W. 30th Ct
Miami, Fl. 33133

Carmen Carreras
2650 S.W. 30 Ct
Miami, Fl. 33133

ARTICLE VII - OFFICERS

The Corporation shall have a President, a Vice-President, a Secretary and a Treasurer, and may also have one or more additional Vice-Presidents, Assistant Secretaries, and Assistant Treasurers, and such other officers and agents as may be deemed necessary. All officers and agents shall be chosen in such a manner, hold their offices for such terms and have such powers and duties as may be prescribed by the By-Laws. The same person may hold two or more offices.

ARTICLE VIII - INCORPORATORS

The names and addresses of the persons signing these Articles are as follows:

Roberto Carreras	Elia O. Ortega	Carmen Alfonso
2650 S.W. 30 Ct	1951 S.W. 64 Ct	2648 S.W. 30 Ct
Miami, Fl. 33133	Miami, Fl. 33155	Miami, Fl. 33133

Carmen Carreras
2650 S.W. 30 Ct
Miami, Fl 33133

ARTICLE IX - AMENDMENTS

This Corporation reserves the right to amend, alter, change, or repeal any provisions contained in the Articles of Incorporation in the manner now or hereafter prescribed by the Florida Statutes, and all rights conferred upon stockholders herein are granted subject to this reservation.

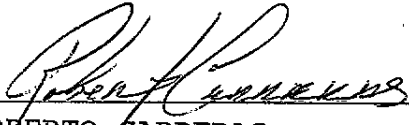
ARTICLE X - PREEMPTIVE RIGHTS

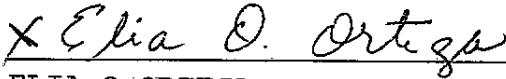
This Corporation elects to have preemptive rights.


ARTICLE XI - PRINCIPAL OFFICE

At present, the principal office of this Corporation is:
2650 S.W. 30th Ct, Miami, Fl. 33133

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of
Incorporation this 2nd day of August, 2001


ROBERTO CARRERAS

X 
ELIA O ORTEGA


CARMEN ALFONSO


CARMEN CARRERAS

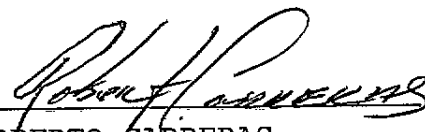
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE AND MANAGING AGENT
UPON WHOM PROCESS MAY BE SERVED**

Pursuant to the Florida Business Corporation Act, the following is submitted in compliance with said Act:

First, that R. O. C. DISTRIBUTORS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the County Dade State of Florida, has named Roberto Carreras located at 2650 S.W. 30th Court, Miami, Fla 33133, as its Registered Agent to accept the service of process within this State.

ACKNOWLEDGMENT:

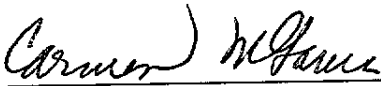
Having been named to accept Service of Process for the above-stated Corporation at the place designated in this certificate, and pursuant to FLA. STAT. 607.0501(3), I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office. I am familiar with, and accept, the obligations of said office.

x 
ROBERTO CARRERAS
Registered Agent

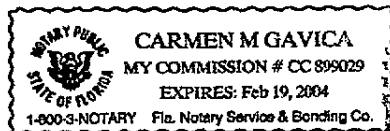
STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

Before me, a Notary Public duly authorized to take acknowledgments in the State and county set forth above, personally appeared Roberto Carreras, Elia O Ortega, Carmen Alfonso and Carmen Carreras, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, on this 2nd day of August, 2001


CARMEN M GAVICA
NOTARY PUBLIC, State of Florida

My Commission Expires:



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