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VICTOR CAJINA, MBA, CPA
18217 SW 114 Ct.
Miami, FL. 33157

FILED
01 AUG 29 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 21, 2001

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

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

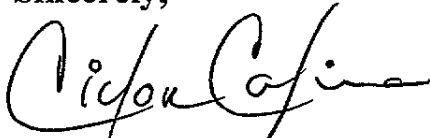
Gentlemen:

Attached you will find ck. # 2643 in the amount of \$78.75 to cover filing fees, registration, and certification, along with the Articles of Incorporation of:

CARLOS FLORES MUSIC CORPORATION
1840 SW 82 Avenue
Miami, FL 33155

Please proceed accordingly.

Sincerely,



Victor Cajina, MBA, CPA

D. BROWN AUG 3. 0 2001

ARTICLES OF INCORPORATION OF:

CARLOS FLORES MUSIC CORPORATION
1840 SW 82 Avenue
Miami, Florida 33155

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The undersigned incorporator(s) for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME:

The name of the corporation shall be: CARLOS FLORES MUSIC CORPORATION

The principal place of business of this corporation shall be: 1840 SW 82 Avenue
Miami, Florida 33155

ARTICLE II NATURE OF BUSINESS:

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK:

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

1,000 @ \$1.00 each

ARTICLE IV TERM OF EXISTENCE:

This corporation is to exist perpetually

ARTICLE V OFFICERS / DIRECTORS:

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

Carlos Flores
1840 SW 82 Avenue
Miami, Florida 33155

Mario M. Sarria
1840 SW 82 Avenue
Miami, Florida 33155

President

Vice-President

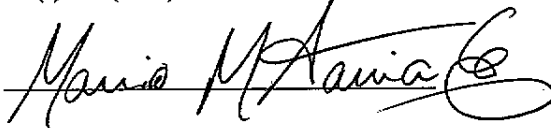
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these articles of incorporation is (are):

Mario M. Sarria
1840 SW 82 Avenue
Miami, Florida 33155

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 21 day of August, 2001.

Signature(s) of Incorporator(s):



CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

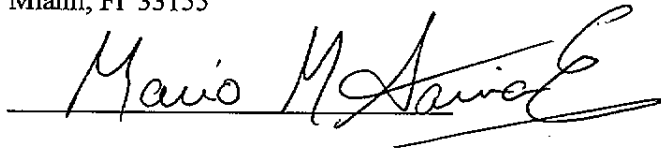
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Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **CARLOS FLORES MUSIC CORPORATION**
2. The name and address of the registered agent and office is:

Mario M. Sarria
1840 SW 82 Avenue
Miami, FL 33155

Signature



Title

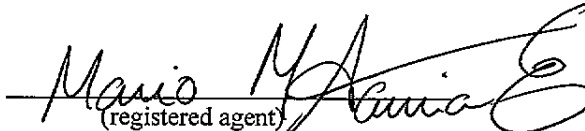
Vice-President
(corporate officer)

Date:

August 21, 2001

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Signature


(registered agent)

Date:

August 21, 2001