P01 00009/892

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H01000100943 9)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

```
To:
     Division of Corporations
     Fax Number       : (850)205-0381

From:
     Account Name     : ARAZOZA, COMAS, DE TORRES & FERNANDEZ-FRAGA, P.A.
     Account Number   : 076624003440
     Phone            : (305)444-6226
     Fax Number       : (305)442-4829
```

01 SEP 19 PM 3:15
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

JALEO RECORDS, INC.

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	$78.75

SEP 1 9 2001

(((H01000100943 9)))

CERTIFICATE OF INCORPORATION

OF

JALEO RECORDS, INC.

The undersigned incorporator to these articles of incorporation
hereby associate themselves together to form a corporation under
the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is JALEO RECORDS, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The corporation may engage in any activity or business permitted
under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is
authorized to have outstanding at any one time is 1,000 shares of
common stock having a nominal or par value of One ($1.00) Dollar
per share. All said shares shall be payable in cash, property,
labor or services at a valuation to be fixed by the Board of
Directors at a meeting called for that purpose. Property, labor or
services may be purchased or paid for with capital stock at a just
valuation to be fixed by the Board of Directors.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation will begin
business is not less than $100.

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared by: Carlos F. Arazoza
             2100 Salzedo Street Suite 300
             Phone: (305) 444-6226
             Coral Gables, Florida 33134
             Florida Bar No.0698806

(((H01000100943 9)))

(((H01000100943 9)))

ARTICLE VI

ADDRESS

The initial mailing address of the principal office of this corporation in the State of Florida is 420 Lincoln Road, Suite 506, Miami Beach, FL 33139. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VII

DIRECTORS

This corporation shall have not less than one director, however, the number of directors may be increased or diminished from time to time by By-laws adopted by the Stockholders, but shall never be less than one. The name and address of the initial director which shall serve until his replacements assume his position is:

Name	Address
JULIAN LINARES	420 Lincoln Road, Suite 506
	Miami Beach, FL 33139

ARTICLE VIII

INITIAL OFFICERS

The names offices and addresses of the initial officers which shall serve until their replacements assume their positions are:

Office	Name	Address
President	JULIAN LINARES	420 Lincoln Road, Suite 506
Secretary		Miami Beach, FL 33139

ARTICLE IX

INCORPORATOR

The name and mailing address of the incorporator of these articles of incorporation is JULIAN LINARES of 420 Lincoln Road, Suite 506, Miami Beach, FL 33139.

ARTICLE X

AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote

(((H01000100943 9)))

thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT

JALEO RECORDS, 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 of Miami-Dade, State of Florida, hereby designates JULIAN LINARES, as its Registered Agent, to accept services within the State. The registered office of the corporation shall be 420 Lincoln Road, Suite 506, Miami Beach, FL 33139.

WITNESS the hand and seal of the incorporator in Miami-Dade County, State of Florida, this _19_ day of September, 2001
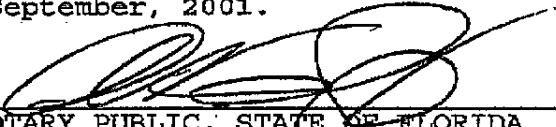
JULIAN LINARES

STATE OF FLORIDA   )
)   SS:
COUNTY OF MIAMI-DADE   )

The foregoing instrument was acknowledged before me this _19_ day of September, 2001, by JULIAN LINARES. He has produced his _drivers licen_ as identification, and he did _not_ take an oath.

WITNESS my hand and seal at Coral Gables, Miami-Dade County, Florida this _19_ day of September, 2001.

NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission expires:

Adelaida Fernandez-Fraga
Commission # CC 900883
Expires Feb. 26, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

(((H01000100943 9)))

(((H01000100943 9)))

CERTIFICATE OF DESIGNATION
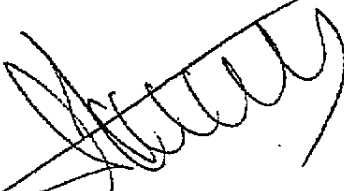
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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:

    JALEO RECORDS, INC.

2. The name and address of the registered agent is:

    JULIAN LINARES
    420 Lincoln Road
    Suite 506
    Miami Beach, FL 33139

JULIAN LINARES
September 19, 2001

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 SEP 19 PM 3: 16

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 registered agent.

JULIAN LINARES
September 19, 2001

CORP\INCORP\JALEO RECORDS INC.

(((H01000100943 9)))