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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

musical procenter, inc.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Ken Detzner
Secretary of State

January 8, 2003

EMPIRE CORPORATE KIT COMPANY

SUBJECT: MUSICAL PROCENTER, INC.
REF: W03000000531

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ARTICLES OF INCORPORATION

OF

MUSICAL PROCENTER, INC.

FILED

03 JAN -8 AM 6:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person, domestic or foreign corporation, partnership, limited partnership or association, competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida.

ARTICLE I

(NAME)

The name under which this corporation will conduct its business and be known and recognized is:

MUSICAL PROCENTER, INC.

ARTICLE II

(NATURE OF BUSINESS)

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

Any and all activities permitted under the Laws of the State of Florida and the United States of America.

ARTICLE III

(CAPITAL STOCK)

The maximum numbers and class of shares of stock that this corporation is authorized to have outstanding at any one time are : 100 shares no par value.

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Stock (including treasury shares) may be paid for by cash or other property, tangible or intangible, or by labor or services actually performed for the corporation. Neither promissory notes nor future services shall constitute payment or part payment for the issuance of shares.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment. Each share representing one vote. There will be no pre-emptive rights on the part of the shareholders to acquire un issued or treasury shares or convertible securities.

ARTICLE IV
(TERM OF EXISTENCE)

This corporation is to exist perpetually unless a voluntary dissolution by the written consent of all its shareholders or an act of the corporation to that effect takes place.

ARTICLE V
(ADDRESS)

The initial place of business address of this corporation in the State of Florida is:

9110 S.W. 16 Street
Miami, Florida 33165

The registered office address for the corporation in the State of Florida will be:

9110 S.W. Street
Miami, Florida 33165

Its registered agent: **JOSE M. CASTILLO**

The board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI
(SHAREHOLDERS)

Shareholders meetings will take place once a year within or without the geographical boundaries of the State of Florida.

A majority of the shares entitled to vote, represented in person or proxy, shall constitute a Quorum, but in no event shall a quorum consist of less than one third of the shares entitled to vote at the meeting.

Shareholders will have the power to adopt, alter, amend or repeal corporate by-laws or they may vest such responsibilities on the Board of Directors.

ARTICLE VII
(DIRECTORS)

This corporation shall have 2 (two) Directors initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws, but shall never be less than one (1).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or

liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or will full misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify reimburse such person in a proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are peculiarly or otherwise interest in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be peculiarly or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not such other director or officer of such other corporation or not so interested.

ARTICLE VIII
(INITIAL DIRECTORS)

The names and post office addresses of the members of the first Board of

Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Delia Diaz De Villegas	9110 S.W. 16 Street Miami, Florida 33165
Jose M. Castillo	9110 S.W. 16 Street Miami, Florida 33165

ARTICLE IX
(SUBSCRIBERS)

The name and the post office address of each subscriber of these Articles of

Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Delia Diaz De Villegas	9110 S.W. 16 Street Miami, Florida 33165
Jose M. Castillo	9110 S.W. 16 Street Miami, Florida 33165


ARTICLE X
(AMENDMENT)

These articles of incorporation may be amended in any or as many respects as may
be desired , provided that the amended articles contain only such provisions as might be
lawfully contained in the original articles at the time of the amendment.

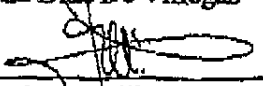
A charter amendment requires the affirmative vote of the holders of a majority of the shares entitled to vote thereon.

Restated articles of incorporation may be adopted.

IN WITNESS WHEREOF, the parties to these Articles of Incorporation have hereunto set their hand seals this 6th day of January, 2003.



Delia Diaz De Villegas (Seal)



Jose M. Castillo (Seal)

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

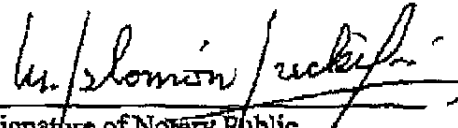
I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above, to take acknowledgements, personally appeared DELIA DIAZ DE VILLEGAS and JOSE M. CASTILLO to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to this Articles of Incorporation.

IN WITNESS THEREOF, I set my hand and official seal in the County and State named above this 6th day of January, 2003.

My Commission Expires:



Salomon Lucki
Commission # CC 993704
Expires March 2, 2005
Bonded Thru
Atlantic Bonding Co., Inc.



Signature of Notary Public
Print Name: Salomon Lucki

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

03 JAN -8 AM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

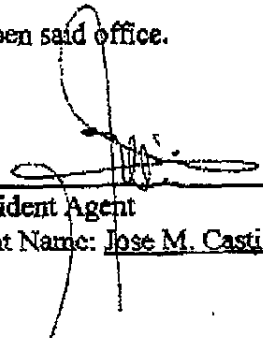
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **MUSICAL PROCENTER, INC.**, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at City of Miami, County of Miami-Dade, State of Florida, has named

JOSE M. CASTILLO as located at 9110 S. W. 16 Street, Miami, Florida 33165, County of Miami-Dade, State of Florida, as its agent to accept services of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
Resident Agent
Print Name: Jose M. Castillo

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