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Examiner's Initials

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#### ARTICLES OF INCORPORATION

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

#### **FOR**

#### MUSIC ALLEY CORPORATION

The undersigned, acting as incorporate(s) of a Corporation pursuant to Chapter 607 Florida Statutes, adopt(s) the following Articles of Incorporation.

#### ARTICLE I NAME

The name of the Corporation is MUSIC ALLEY CORPORATION (hereinafter referred to as the "Corporation").

## ARTICLE II PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation is 1762 Coral Way, Miami, Florida 33145, or in any other city in the State of Florida designated by the Board of Directors from time to time.

#### ARTICLE III REGISTERED AGENT

The name of the Corporation's registered agent in the State of Florida is Eduardo Cantera, Esq., 1762 Coral Way, Miami, Florida 33145.

#### ARTICLÉ IV INCORPORATOR(S)/OFFICER(S)

The name and address of the Incorporators of the Corporation are:

Dayami Rizo – President / CEO 1762 Coral Way Miami, Florida 33145

Eduardo Cantera – CFO / Secretary / Treasurer 1762 Coral Way Miami, Florida 33145

#### ARTICLE V PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida, and the Corporation shall have all the powers conferred upon corporations organized under the laws of the State of Florida to carry out such purpose.

#### ARTICLE VI TERM

The Corporation shall have perpetual existence.

#### ARTICLE VII CAPITAL STOCK

The Corporation is authorized to issue 3,000,000 shares of common stock, par value \$1.00 per share.

Dayami Rizo

1,000,000 Shares

Eduardo Cantera

1,000,000 Shares

## ARTICLE VIII INDEMNIFICATION

The Corporation shall indemnify any director or officer to the fullest extent permitted by Florida Law.

## ARTICLE IX DIRECTORS

The Corporation shall have two (2) initial directors and the number of directors may be increased from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial directors are:

Dayami Rizo – President / CEO 1762 Coral Way Miami, Florida 33145

Eduardo Cantera – CFO / Secretary / Treasurer 1762 Coral Way Miami, Florida 33145

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this \_2.5 day of January 2003.

Dayami Rizo - President /

Eduardo Cantera - CFO Secretary / Treasurer

# ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT OF MUSIC ALLEY CORPORATION

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

By:

Eduardo Cantera, Esq

FBN#154990 1762 Coral Way

Miami, Florida 33145