

05-21-04 16:55 From-

T 444 P 01/05 F-294

P04000051508

Florida Department of State
Division of Corporations
Public Access System

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.

(((H04000110891 3)))

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) 205-0380

From: Account Name : HUNTON & WILLIAMS
Account Number : I20000000236
Phone : (305) 810-2542
Fax Number : (305) 810-2460

BASIC AMENDMENT

GG RECORDS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43.75

RECEIVED
04 MAY 21 PM 4:59
DIVISION OF CORPORATIONS

FILED
04 MAY 21 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing

Public Access Help

*Amended & Restated
Art.*

05/24/04

Dr

**CERTIFICATE TO AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GG RECORDS, INC.**

GG Records, Inc., a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Section 607.1007 of the Florida Business Corporation Act (the "FBCA") for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of Florida, that:

1. The name of the Corporation is GG Records, Inc.
2. The Corporation's Amended and Restated Articles of Incorporation attached hereto (the "Restated Articles") are in accordance with Section 607.1007 of the FBCA, and contain certain amendments to the Corporation's Articles of Incorporation.
3. The Restated Articles contain certain amendments to the Corporation's Articles of Incorporation that require shareholder approval. In accordance with Section 607.1003 of the FBCA, (i) on May 19, 2004, the Corporation's Board of Directors unanimously approved by written consent, the Restated Articles and recommended them to the Corporation's shareholders for approval, and (ii) on May 19, 2004, all of the Corporation's shareholders entitled to vote thereon adopted and approved by written consent, such Restated Articles. The number of votes cast for the Restated Articles by the shareholders was sufficient for approval.

FILED
04 MAY 21 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
GG RECORDS, INC.**

Pursuant to Chapter 607 607.0704, 607.1003 and 607.1007 of the Florida Business Corporation Act, the Articles of Incorporation of GG Records, Inc. are hereby amended and restated in their entirety as follows:

ARTICLE I - NAME

The name of the corporation is GG Records, Inc. (hereinafter called the "Corporation").

ARTICLE II - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the Corporation is c/o Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, FL 33131.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the Florida Business Corporation Act of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

ARTICLE V - REGISTERED AGENT

The name of the registered agent of the Corporation is Hunton & Williams, LLP. The Florida street address of the registered agent of the Corporation is 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131.

ARTICLE VI - OFFICERS AND DIRECTORS

The names, addresses and titles of the officers and directors of the Corporation are:

President:	Manuel Vergara 6435 S.W. 94 Street Miami, FL 33156
Director:	Luis Campollo 9200 S. Dadeland Blvd., Suite 410 Miami, FL 33156

IN WITNESS WHEREOF, the undersigned, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the Florida Business Corporation Act of the State of Florida, has executed these Amended and Restated Articles of Incorporation as of May 20, 2004.

GG RECORDS, INC.

Hand D

By: Manuel Vengara, President

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

That GG Records, Inc., organized under the laws of the State of Florida, has named Hunton & Williams LLP, whose address is 1111 Brickell Avenue, Suite 2500, Miami, FL 33131, as its agent to accept 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, 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 am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 20th of May, 2004.

HUNTON & WILLIAMS LLP

By: 
Carol Fernandez, Esq.