

P04000062552

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TALLAHASSEE, FLORIDA

04 SEP 30 AM 11:29

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Amended + Restated  
JFM 10/8/04

**RANDOLPH L. RHETT, ESQ.**

MIAMI

SAN DIEGO

August 2, 2004

Department of State  
Amendments Division  
PO Box 6327  
Tallahassee FL 32314

**RE:    *Amended and Restated Articles of Incorporation***  
          ***EMusiclatino.com***  
          ***Our File: EMusic Latino-041001JR***

To Whom It May Concern:

Please find enclosed for filing EmusicLatino.com, Inc., amended and restated articles of incorporation. In addition please find enclosed a check for \$43.75 to cover the cost of filing and return of one conformed copy.

Sincerely:



RANDOLPH L. RHETT, ESQ.  
RLR:ml

Enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

August 12, 2004

RANDOLPH L. RHETT, ESQ.  
12526 HIGH BLUFF DR., STE. 300  
SAN DIEGO, CA 92130

SUBJECT: EMUSICLATINO.COM, INC.  
Ref. Number: P04000062552

We have received your document for EMUSICLATINO.COM, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6027.

Michelle Milligan  
Document Specialist

Letter Number: 904A00050029

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SEP 10 2004

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
Emusiclatino.com, Inc.**

**FILED**  
04 SEP 30 AM 11:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**WHEREAS**, No shares have been issued for this Corporation,  
**NOW, THEREFORE**, The sole undersigned incorporator hereby amends the Articles of  
Incorporation in their entirety to read as follows:

**ARTICLE I**

**Name and Address**

The name of this Corporation **Emusiclatino.com, Inc.** The street address of the  
Corporation is: 420 Lincoln Rd Ste 450, Miami Beach, Florida 33139

**ARTICLE II**

**Term of Existence**

This Corporation shall have perpetual existence, commencing upon filing of these  
articles of incorporation with the Florida Secretary of State.

**ARTICLE III**

**Purpose**

This Corporation is organized for the purpose of transacting any and all lawful  
business.

**ARTICLE IV**

**Powers**

The Corporation shall have the power:

- (a) To have perpetual succession by its corporate name.

(b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.

(c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida.

(k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the Corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

## **ARTICLE V**

### **Capital Stock**

This Corporation is authorized to issue **1,000** shares of **\$0.01** par value common stock, which shall be designated Common Shares.

## **ARTICLE VI**

### **Preemptive Rights**

The corporation elects to have preemptive rights pursuant to Title XXXVI, Chapter 607, Section 607.0630 (2) of the Florida Statutes.

## **ARTICLE VII**

### **Initial Registered Office and Agent**

The street address of the initial registered office of this Corporation is 420 Lincoln Rd Ste 450, Miami Beach, Florida 33139, and the name of its initial registered agent at such address is **Miguel Sierralta**.

## **ARTICLE VIII**

### **Board of Directors**

This Corporation shall have one (1) director. The number of directors may be either increased or diminished from time to time as provided in the Corporation's Bylaws, but shall never be less than one (1).

**ARTICLE IX**

**Cumulative Voting**

The Shareholders of this Corporation shall be entitled to cast their votes cumulatively in the election of a Director.

**ARTICLE X**

**Incorporator**

The name and address of the person signing these Articles and serving as the sole incorporator is:

<u>Name</u>	<u>Address</u>
<b>Miguel Sierralta</b>	420 Lincoln Rd Ste 450 Miami Beach, FL 33139

**ARTICLE X**

**Bylaws**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors of this Corporation.

**ARTICLE XI**

**Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned sole incorporator executed these Articles of Incorporation, this 01 day of May, 2004.

  
\_\_\_\_\_  
**Miguel Sierralta**

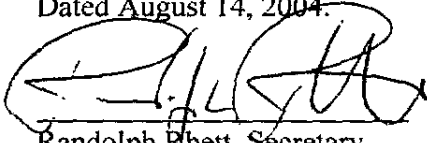
**Sole Incorporator**



**CERTIFICATE OF SHAREHOLDER APPROVAL**

The undersigned, being the secretary of the Company, EMUSICLATINO.COM, INC., do hereby certify that on May 1, 2004, shareholders of the Company did unanimously vote to approve the Amended Articles of Incorporation attached hereto.

Dated August 14, 2004.

A handwritten signature in black ink, appearing to read "Randolph Rhett", is written over a horizontal line.

Randolph Rhett, Secretary  
EMUSICLATINO.COM, Inc.