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To:

Division of Corporations
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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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FLORIDA PROFIT CORPORATION OR P.A.

totalito records, inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

TOLALITO RECORDS, INC.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to the Articles of Incorporation, natural person, competent to contract, desiring to form a corporation under the laws of the State of Florida, hereby makes, subscribes and acknowledges this certificate for that purpose, as follows:

ARTICLE I

The name of the corporation is:

TOLALITO RECORDS, INC.

ARTICLE II

The purpose for which the corporation is formed is to engage in the conduct of any lawful business activity.

ARTICLE III

This corporation is to have perpetual existence.

ARTICLE IV

The maximum number of shares of stock that this Corporation is authorized to have outstanding at one time are One Hundred (100) shares at no par value.

This instrument prepared by:

John Militana, Esquire
Militana, Militana & Militana, P. A.
8801 Biscayne Boulevard, Suite 101
Miami, Florida 33138
Telephone (305) 758-6691
Florida Bar No. 148267

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ARTICLE V

The street address of the initial registered and principal office of this Corporation is:

237 N.W. 8th Avenue, #203
Hallandale Beach, FL 33009

ARTICLE VI

The name of the initial Registered Agent of this Corporation is:

JOHN D. CAPRICE

ARTICLE VII

The Corporation shall have TWO (2) directors initially. The number of directors may be increased from time to time by the By-Laws but shall never be less than one.

ARTICLE VIII

The name and address of the initial directors of this Corporation are:

JOHN D. CAPRICE	237 N.W. 8 th Ave., #203 Hallandale Beach, FL 33009
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RALPH PHANOR	237 N.W. 8 th Ave., #203 Hallandale Beach, FL 33009
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ARTICLE IX

The name and address of the persons signing these Articles of Incorporation are:

JOHN D. CAPRICE	237 N.W. 8 th Ave., #203 Hallandale Beach, FL 33009
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RALPH PHANOR	237 N.W. 8 th Ave., #203 Hallandale Beach, FL 33009
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ARTICLE X

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 12th day of October, 2004.



JOHN D. CAPRICE

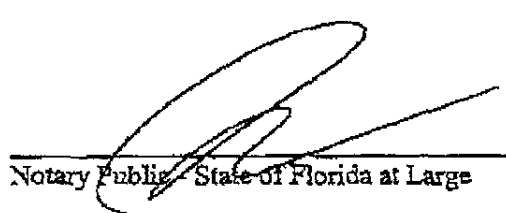


RALPH PHANOR

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

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JOHN D. CAPRICE and RALPH PHANOR, to me known to be the persons who have executed the foregoing Articles of Incorporation and they have acknowledged before me that they have executed these Articles.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 12th day of October, 2004.



Notary Public, State of Florida at Large



HD4000204081

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT WHOM THE PROCESS MAY BE SERVED

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

TOLALITO RECORDS, INC., desiring to organize under the laws of the State of Florida
with its principal office as indicated in the Articles of Incorporation:

237 N.W. 8th Ave., #203
Hallandale Beach, FL 33009

SECOND: The name of the initial Registered Agent of this Corporation is:

JOHN D. CAPRICE

as its agent to accept service of process within the state.

ACKNOWLEDGMENT:

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
provisions of this Act relative to keeping this office.

JOHN D. CAPRICE

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