

P05000071156

Fermin Castaneda

(Requestor's Name)

840 82<sup>nd</sup> St.

(Address)

(Address)

Miami Beach, FL 33141

(City/State/Zip/Phone #)

☐

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Music Group Entertainment Corp

(Business Entity Name)

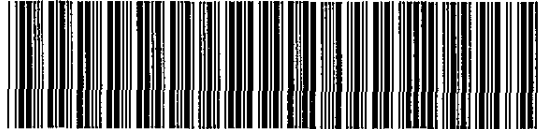
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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

I. Burch MAY 16 2005

ARTICLES OF INCORPORATION OF  
MUSIC GROUP ENTERTAINMENT, CORP.

A Florida Profit Organization

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of this Corporation shall be:  
MUSIC GROUP ENTERTAINMENT, CORP.

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TALLAHASSEE, FLORIDA

ARTICLE II

The specific and primary purpose for which this corporation is formed is to engage in the business of the music industry (From songwriting and recording, to distribution and selling) and any other activity or business lawfully permitted under the law of the United States, the State of Florida or any other state, country, territory or nation..

ARTICLE III

The address of the principal office of this corporation shall be 840 82nd. Street Miami Beach Fl 33141, , and the mailing address shall be the same.

ARTICLE IV

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 60 shares of common stock, distributed as follow:  
50% for each shareholder.

## **ARTICLE V**

**In case of dissolution, none stockholder private assets or property will be subject to cover any debts or sue, as consequence of the business activity.**

## **ARTICLE VI**

**This corporation is to exist perpetually.**

## **ARTICLE VII**

**The names and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until theirs successors are elected or appointed is:**

**FERMIN CASTANEDA, President  
840 82nd Street Miami Beach, Fl 33141**

## **ARTICLE VIII**

**The name and street address of the incorporator to theses Articles of Incorporation is:**

**FERMIN CASTANEDA  
840 82nd Street Miami Beach, Fl 33141**

## **ARTICLE IX**

**(a) BOARD OF DIRECTORS: The powers of this corporation shall be exercised, it's properties controlled and it's affairs conducted by a board of directors. The initial number of directors of the corporation shall be two, provided, however, that such number may be changed by a bylaw duly adopted by the corporation.**

**The directors named in Article VII shall hold office until such time as an election of directors shall be held.**

**Directors elected at the first annual meeting, shall serve for the term of one year until the annual meeting of members following the election of directors and until the qualification of**

the successors in office.

(b) Corporate Officers: The board of directors shall elect the following officers: President, Vice-President, Treasurer and Secretary, and such other officers as the by laws of this corporation may authorize the directors to elect from time to time. Such officers shall be initially elected at the first annual meeting of the board of directors. Until such election is held, the following person shall serve as corporate officer:

President-FERMIN CASTANEDA

## ARTICLE X

Upon the dissolution or liquidation of this corporation, it's assets remaining after payment of or providing for all liabilities, contingent or otherwise, will be disposed or distributed in accordance with the decision of the board of directors of this corporation.


## ARTICLE XI

In order to induce officers or directors of the corporation to serve or continue to serve as such, the corporation shall indemnify and hold harmless each person who heretofore has served or 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 this 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 such 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 willful misconduct in the performance of his duties.

The board of directors is hereby authorized to obtain directors and officers liability insurance covering acts heretofore and hereafter occurring and to pay for same from funds of the corporation.

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 or reimburse such person in any proper case even though not specifically herein provided for.

IN WITNESS WHEREOF, the undersigned of MUSIC GROUP ENTERTAINMENT .,  
Being the incorporator of this corporation, for the purpose of forming this organization  
under the laws of the State of Florida, has executed these articles of incorporation of this  
13th day of May of 2005, at Miami Dade, Florida

Incorporator:   
Fermin Castaneda

CERTIFICATE

DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF PROCESS  
WITHIN THIS STATE, REGISTERED OFFICE AND NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

In pursuance of Florida Statutes, the following is submitted, in compliance with said act:

That MUSIC GROUP ENTERTAINMENT .. desiring to organize under the laws of the State of Florida with it's principal office, as indicated in the articles of Incorporation at the City of Miami, Miami Dade, State of Florida, has named FERMIN CASTANEDA, located at 840 82<sup>nd</sup> Street Miami Beach Fl 33141, as its agent to accept service 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 the appointment, agree to act in this capacity, and familiar with and hereby accept the duties and responsibilities or registered agent for said corporation.

SIGNED BY: \_\_\_\_\_

AGENT.

Given in this 13<sup>th</sup> day of May of 2005 at Miami Dade State of Florida, United States of America.

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05 MAY 16 PM 12:58  
CLERK OF COURT  
TALLAHASSEE, FLORIDA