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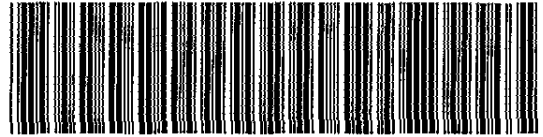
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STATE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers APR 07 2006

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4506 George

George M. TAVARES

Requestor's Name

407 Lincoln Road. #6E

Address

Miami, FL 33139

City

State

ZIP

Phone

VALIDATION ONLY

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TALLAHASSEE, FLORIDA

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CORPORATION(S) NAME

BEPOP, INCORPORATED

☒ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

☒ Certified Copy of Articles

☐ Photo Copies

☐ Certificate Under Seal

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☐ After 4:30

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Examiner

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Verifier

Acknowledgment

W.P. Verifier

Empire Toll Free: 1-800-432-3028

**ARTICLES OF INCORPORATION
OF
BEPOP, INCORPORATED**

ARTICLE I
[CORPORATE NAME]

The name of this corporation is **BEPOP, INCORPORATED**

ARTICLE II
[TERM OF EXISTENCE]

This corporation shall have perpetual existence.

ARTICLE III
[NATURE OF BUSINESS & POWERS]

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida and the corporation shall have the powers as enumerated in Section 607.011 of the Florida Statutes, as they presently exist, together with any and all amendments to said Section.

This Corporation shall specifically engage in the business of the production of recorded music, film, documentaries, and the recording, manufacture, leasing, sale, distribution and promotion of mechanical devices of any kind whatsoever now known or to become known in which such devices reproduce the sight and sound of every name, nature and description in addition;

To organize, rehearse, coach, employ, represent and develop artistic performing abilities of individuals who are performers, and to produce same for public and private performance in any foreign state or country of the world, in any entertainment medium whatsoever.

To acquire and operate phonograph recordings and electrical transcription facilities; and to exchange or otherwise dispose of any and all kinds of records, electrical transmission or other devices by which sight and sound may be reproduced in any manner whatsoever. To carry on, in all departments, the business of producing theatrical, motion picture, television, master recordings, television, radio and other entertainments including lectures, pantomime, ballets,

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pageants, devices, features and ideas of all kind. To acquire copyrights, licenses, or other rights to or in music, plays, films and to lectures, pantomime, ballets, pageants, devices, features and ideas of all kind. To acquire copyrights, licenses, or other rights to or in music, plays, films. To equip, maintain, and operate studio, photographic and other equipment for the making and production of master recordings, motion pictures and/or television broadcasts. To erect, purchase, sell, acquire and dispose of, and to maintain, manage and operate theaters, halls, radio stations, television stations, places of entertainment, or amusement enterprises of all kinds; to conduct, carry on, manage and operate entertainment or amusement enterprises of every kind now known or to become known.

This corporation shall have the powers as enumerated in Section 607.011 of the Florida Statutes, as they presently exist, together with any and all amendments to said Section.

ARTICLE IV

[PLACE OF BUSINESS]

The principal place of business for this corporation is:

2332 Galiano Street, Suite: 301
Coral Gables, Florida 33134

ARTICLE V

[CORPORATE ADDRESS]

The mailing address of this corporation is:

2332 Galiano Street, Suite: 301
Coral Gables, Florida 33134

ARTICLE VI

[CAPITAL STOCK]

This corporation is authorized to issue five thousand (5,000) shares of common stock with par value of one dollar (\$1.00) each of which shall be designated as "Common Shares".

ARTICLE VII

[PRO-RATA STOCK PARTICIPATION]

Every shareholder, upon the sale for cash or a new stock of this corporation, shall have the same kind, class or series as that which he already holds, and shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII

[REGISTERED AGENT & OFFICE]

The street address of the initial registered office of this corporation and the name of the initial registered office of this corporation and the name of the initial registered agent of this corporation at that address is:

Street Address of Initial Registered Office: 407 Lincoln Road, Suite: 6-E
Miami, Florida 33139-3016

Name of Initial Registered Office: Law Offices of George M. Tavares, Jr.,

Name of Initial Registered Agent: GEORGE M. TAVARES, JR., ESQ.

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE IX

[INITIAL DIRECTORS]

The name's and address's of the initial directors of this corporation is as follows:

JOSE M. BETANCOURT: 12151 SW 126th Terrace, Miami, Florida 33165

RICARDO PONS: 9909 SW 218th Terrace, Miami, FL 33190

ARTICLE X
[BOARD OF DIRECTORS]

The corporation shall have two (2) Directors initially. The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successor is elected or appointed and has qualified, whichever occurs first. The number of directors may be increased from time to time in accordance with the Bylaws of the corporation adopted by the stockholders, but there shall always be at least one (1) director. To the extent permitted by law, the corporation shall indemnify and hold harmless each person who shall serve as a director or officer of the corporation, and each person who serves at the request of the 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 his being a director or officer. The corporation shall reimburse such person(s) for all costs, legal and other expenses reasonably incurred in connection with any claims or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

ARTICLE XI
[INITIAL INCORPORATOR]

The name and address of the person, as Incorporator, signing these Articles is as follows:

GEORGE M. TAVARES, JR.
407 Lincoln Road, Suite: 6-E
Miami Beach, Florida 33139

ARTICLE XII
[RESALE OF STOCK]

Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the timing within which, such shares may be offered and sold and shall be further specified by written agreement among all of the shareholders of this corporation.

Printed Name: KARYN J. BEGIN Notary

C E R T I F I C A T E

DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

FIRST – THAT BEPOP INCORPORATED DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATED OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF DAVIE, COUNTY OF MIAMI-DADE AND STATE OF FLORIDA, HAS NAMED GEORGE M. TAVARES, JR., ESQUIRE WITH OFFICES LOCATED AT 407 LINCOLN ROAD, SUITE: 6-E, CITY OF MIAMI BEACH, COUNTY OF MIAMI-DADE, STATE OF FLORIDA, 33139-3016, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SECOND - 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.

DATED: MIAMI BEACH, FLORIDA
5th of APRIL 2006

By:


GEORGE M. TAVARES, JR.

STATE OF FLORIDA)
JSS
MIAMI-DADE COUNTY)

I, hereby certify that on this 5th day of April, before me, an officer duly authorized to administer oaths and take acknowledgements, personally appeared, known to be the persons described in and who executed the foregoing instrument, who acknowledged before me that GEORGE M. TAVARES, JR. executed same, and an oath was not taken.
[Check one] ☒ Said person(s) are personally known to me or ☐ Said person(s) provided the following type of identification:

Witness my hand and Official Seal in the County and State last aforesaid this 5th day of April, 2006.

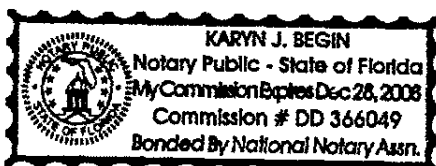
Notary Signature:

(Seal)

Printed Name:


KARYN J. BEGIN

Notary



60405(BEPOP, Inc.) (ART of INC)

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