

FLORIDA BAR DESIGNATED IN  
ENTERTAINMENT & SPORTS LAW

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January 27, 1995

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314  
Attention: New Corporate Filings

Re: JGI MUSIC PUBLISHING CORPORATION

Dear Gentlemen:

Enclosed please find an original and one copy of the above referenced corporation's Articles of Incorporation. Please file same and return copy thereof stamped as "filed" and one (1) certificate under seal to the undersigned.

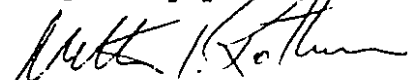
A check for the fees necessary to cover the following items is enclosed:

filling fee	\$35.00
certified copy of articles	\$52.50
registered agent designation	\$35.00

TOTAL \$122.50

Thank you for your prompt attention to this matter.

Very truly yours,



Milton I. Rothman

FILED  
95 JAN 30 AM 8:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**  
**OF**  
**JGI MUSIC PUBLISHING CORPORATION**

FILED  
95 JAN 30 AM 8:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I: CORPORATE NAME**

The name of this corporation is: **JGI MUSIC PUBLISHING CORPORATION**

**ARTICLE II: NATURE OF BUSINESS AND 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.

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

To engage in the business or the manufacture, leasing, sale, production, recording and distribution of mechanical devices of any kind whatsoever now known or to become known which devices reproduce the sight and sound of every name, nature and description. To acquire and operate phonograph recordings and electrical transcription exchanges; 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 its departments, the business of producing musical, theatrical, motion picture, television, radio and other entertainments including recordings, lectures, pantomime, ballets, pageants, devices, features and ideas of all kind. To acquire copyrights, licenses, or other rights to or in music, plays, films, and equip, maintain and operate studio, photographic and other equipment for the making and production of motion pictures and/or television broadcasts. To erect, purchase, sell, acquire and dispose of, and to maintain, manage and operate theatres, 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.

The above may be done in any state or territory of the United states or any foreign state or country of the world.

**ARTICLES III: CAPITAL STOCK.**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1000) shares of common stock with par value of \$1.00 (one dollar) each.

**ARTICLE IV: TERM OF EXISTENCE.**

This Corporation shall have perpetual existence commencing upon filing of these Articles.

**ARTICLE V: REGISTERED AGENT.**

The registered agent and his mailing address in the state of Florida shall be:

**JORGE IGLESIAS  
3901 N.W. 79th Avenue  
SUITE 107  
Miami, Fl. 33166**

**ARTICLE VI: PRINCIPAL OFFICE.**

The mailing address of the principal office shall be:

**3901 N.W. 79th Avenue  
SUITE 107  
Miami, Fl. 33166**

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

**ARTICLE VII: BOARD OF DIRECTORS.**

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by laws adopted by the stockholders, but shall never be less than one.

**ARTICLE VIII: INITIAL DIRECTOR.**

The name of the initial director of this Corporation and his street address is:

**JORGE IGLESIAS  
3901 N.W. 79th Avenue  
SUITE 107  
Miami, Fl. 33166**

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

**ARTICLE IX: INCORPORATOR.**

The name and street address of the person signing these Articles of incorporation as the Incorporator is:

**JORGE IGLESIAS**  
**3901 N.W. 79th Avenue**  
**SUITE 107**  
**Miami, Fl. 33166**

**ARTICLE X: AMENDMENT.**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, **JGI MUSIC PUBLISHING CORPORATION**, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation at the City of Miami, County of Dade and State of Florida, has named **JORGE IGLESIAS**, 3901 N.W. 79th Avenue, Suite 107, Miami, Fl. 33166, as its agent to accept service of process within the State.

The undersigned has executed these Articles of Incorporation on January 26 1995.

  
\_\_\_\_\_  
Jorge Iglesias

**ACKNOWLEDGMENT**


Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept 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 accept the duties and obligations of Section 607.325, Florida Statutes.

Dated: Miami, Florida  
January 26, 1995

  
Jorge Iglesias

STATE OF FLORIDA )  
                          )SS.:  
COUNTY OF DADE    )

The foregoing instrument was acknowledged before me this 26th day of January, 1995 by Jorge Iglesias, who is personally known to me or who has produced his Florida driver's license as his identification and who did take an oath.

  
Milton I. Rothman  
Notary Public



OFFICIAL SEAL  
MILTON I. ROTHMAN  
My Commission Expires  
Nov. 2, 1996  
Comm. No. CC 236021

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