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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FROM: ACE INDUSTRIES, INC.

DEPARTMENT OF STATE

54 NW 11TH ST

STATE OF FLORIDA

409 EAST GAINES STREET

MIAMI FL 33136-2890

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MUSICAL TALENT, INC.

FAX AUDIT NUMBER: H95000005701

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H95-05701

ARTICLES OF INCORPORATION  
OF  
MUSICAL TALENT, INC.

FILED  
95 MAY 22 PM 4:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, does hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and does hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I

NAME

The name of the Corporation shall be:

MUSICAL TALENT INC.

ARTICLE II

DURATION

This Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Department of State, State of Florida.

H95-05701  
ACE INDUSTRIES, INC.  
54 NW 11th Street  
Miami, FL 33130  
305-350-2571

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## ARTICLE III

PURPOSE AND POWER

This Corporation is organized for the purpose of engaging in all lawful businesses permitted to a corporation organized under the Florida General law, Chapter 607, Florida Statutes.

## ARTICLE IV

CAPITAL STOCK AND DIVIDENDS

The amount of capital stock authorized shall consist of One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share payable in lawful money of the United States of America or in other property, tangible or intangible, or in labor or services actually performed for the Corporation at a just valuation to be fixed by the Board of Directors or the shareholders of this Corporation. The capital stock of the Corporation may at any time be increased or decreased as provided by the laws of Florida.

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash or in property solely out of the unreserved and unrestricted earned surplus for the Corporation, and dividends payable in shares of the capital stock of the Corporation solely out of any unreserved and unrestricted surplus of the Corporation, as provided by Florida law.

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## ARTICLE V

SHARES NOT TO BE DIVIDEND INTO CLASSES

The shares of capital stock of the Corporation are not be divided into classes.

## ARTICLE VI

NO SHARES ISSUED IN SERIES

The shares of the capital stock of the Corporation are not to be issued in series.

## ARTICLES VII

VOTING RIGHTS

Each holder of the par value common stock shall at every meeting of the stockholders be entitled to one vote for each share of the par value common stock of the Corporation standing in his name at the time of the close of the transfer book before such meeting or as otherwise provided by law.

## ARTICLE VIII

PRE-EMOTIVE RIGHTS

Each shareholder shall have preemptive rights. Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

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## ARTICLE IX

INITIAL CORPORATE ADDRESS AND  
INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the Corporation is 780 N.W. 42ND AVE, SUITE 516, MIAMI, FL 33126. The street address of the initial registered office of this Corporation is 780 N.W. 42ND AVE, SUITE 516, MIAMI, FLORIDA 33126., and the name of the initial registered Agent of this Corporation is AURELIO A. PIEDRA III.

## ARTICLE X

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of directors may be either increased or decreased, from time to time, by action in accordance with the provisions of the Bylaws. The name and address of the initial Directors of this Corporation is:

GUILLERMO VICEDO

780 N.W. 42ND AVE  
SUITE 516  
MIAMI, FL 33126

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ARTICLE XI  
OFFICERS

The name and address of the Officers of the Corporation, who subject to the provisions of this certificate of incorporation and bylaws, and the general corporation laws of the State of Florida shall hold office for the first year of the Corporation's existence, or until his successor is elected and has qualified, is as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
1. GUILLERMO VICEDO	PRESIDENT SECRETARY & TREASURER	780 N.W. 42ND AVE SUITE 516 MIAMI, FL 33126

ARTICLE XII  
INCORPORATOR

The name and address of the Incorporator of the Corporation is:

1. GUILLERMO VICEDO	780 NW. 42ND AVE SUITE 516 MIAMI, FL 33126
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**ARTICLE XIII**  
**INDEMNIFICATION**

The Corporation shall indemnify any officer, director or employee of the Corporation, or any former officer, director or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Law.

**ARTICLE XIV**  
**AMENDMENT**

Unless otherwise set forth herein, the Corporation reserves the right in accordance with the Florida General Corporation Law, to amend, alter, modify or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

**ARTICLE XV**  
**MEETINGS**

Meetings of the Incorporators, of the Shareholders and of the Directors of the Corporation, for all purposes, may be held at any place, either inside or outside of the State of Florida.

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IN WITNESS WHEREOF, the above-name incorporators have  
executed these Article of Incorporation this 16 DAY OF MAY, 1995.

STATE OF FLORIDA)

COUNTY OF DADE ) ss:

BEFORE ME, the undersigned officer, this day personally  
appeared GUILLERMO VICEDO, to me well known to be the person  
described herein who subscribed before me that they executed said  
Articles of Incorporation for the uses and purposes therein  
expressed.

  
GUILLERMO VICEDO  
Incorporator

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DESIGNATING REGISTERED AGENT AND OFFICE

IN COMPLIANCE WITH SECT ON 48.091 and 607.034 FLORIDA  
STATUTES, AS MAY BE AMENDED, THE FOLLOWING IS SUBMITTED.

That GUILLERMO VICEDO, desiring to organize or qualify  
under the law of the State of Florida, as a Corporation by the name  
of MUSICAL TALENT, INC., with its principal office at 780 N.W.  
42ND AVE, SUITE 516, MIAMI, FLORIDA 33126 have named AURELIO A.  
PIEDRA III, OF 780 N.W.42 AVENUE, SUITE 516, MIAMI, FLORIDA 33126,  
as its Registered Agent to accept Service of Process within the  
State of Florida.

Having been named to accept Service of Process for the  
above Corporation, at the place designated in its 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  
performance of my duties.

  
AURELIO A. PIEDRA III  
Register Agent

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95 MAY 22 PM 4:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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