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LAW OFFICES
JEAN S. PERWIN
INGRAHAM BUILDING • SUITE 623
25 SOUTHEAST SECOND AVENUE
MIAMI, FLORIDA 33131
(305) 372-1630 • FAX (305) 381-0834

FILED
95 MAY 19 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 17, 1995

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

RE: Gilda Miros, Inc.

700001494827
-05/19/95-01074--016
***122.50 ***122.50

Dear Sir or Madam:

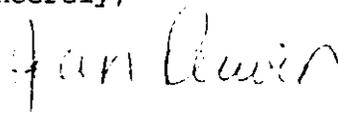
Enclosed please find:

1. Articles of Incorporation on behalf of Gilda Miros, Inc.
2. A check in the amount of \$122.50 for the filing fees.

Please return in the enclosed Federal Express envelope.

If you have any questions regarding this filing, please do not hesitate to contact me.

Sincerely,



JEAN S. PERWIN

JSP:alc
enc.

EFFECTIVE DATE
5-15-95

File 502

**ARTICLES OF INCORPORATION
OF
GILDA MIROS, INC.**

**FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I - NAME

The name of the corporation is **Gilda Miros, Inc.** and the principal address of the corporation is: 1025 Alton Road #309, Miami Beach, Florida 33139

ARTICLE II - DURATION

The period of the duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence upon May 15, 1995.

ARTICLE III - PURPOSES

The purpose or purposes for which the corporation is organized are entertainment products including radio and television production, concert production and publishing and any other lawful purpose.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand shares of common stock (\$1,000) par value \$1.00 per share.

EFFECTIVE DATE

5-15-95

ARTICLE V - REGISTERED AGENT

The street address and city of the registered office of the corporation is 1025 Alton Road #309, Miami Beach, Florida 33139 and the name of its initial registered agent at such address is Gilda Miros.

ARTICLE VI - INCORPORATORS

The name and address of the person signing these Articles is:

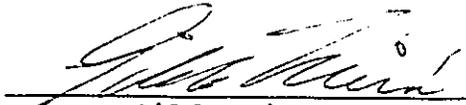
Gilda Miros
1025 Alton Road #309
Miami Beach, Florida 33139

The power to adopt, alter, amend or repeal Bylaws shall be vested solely in the Board of Directors.

ARTICLE VII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation or any amendment to them. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 17th day of April 1995.


Gilda Miros

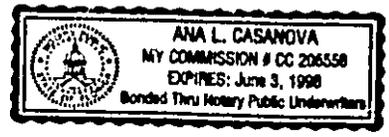
STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

The foregoing was acknowledged before me this 17th day of APRIL 1995, by Gilda Miros, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.

Ana L. Casanova -
NOTARY PUBLIC

NAME OF NOTARY: ANA L. CASANOVA

COMMISSION NO.: CC 205558



CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

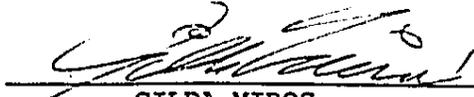
In pursuance to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

THAT, Gilda Miros, Inc. desiring to organize under the laws of the State of Florida, as a for profit organization, with its principal office at 1025 Alton Road #309, Miami Beach, Florida 33139, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and

agree to comply with the provisions of said Act relative to
keeping open said office.


GILDA MIROS