

P95000045919

FROM:

State of Florida
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

Re: Kim Records Corporation

800001510318
-06/09/95--01035--015
****122.50 ****122.50

We enclose the original and one copy of the Articles of Incorporation and a registered agent / registered office certificate for Kim Records Corporation together with our check in the amount of \$ 122.50 in payment of the filing fees required.

If the above documents are in order, we would appreciate your filing the original. We would also appreciate your certifying and returning the copy of the Articles of Incorporation to the undersigned at the above address.

If there are any questions concerning the enclosed documents, we would appreciate your calling us at (305) - 6639810 in Miami.

Very truly yours,

Leonard Lopez

FILED
95 JUN -9 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

kim Records Corporation

ARTICLE I - NAME

The name of this Corporation is Kim Records Corporation.

ARTICLE II - DURATION

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of filing of the articles by the Department of State, State of Florida.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of Editing, Distribution, and Musical productions such as Records, Cassettes and Compact Discs. In addition to transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares of ONE DOLLAR (\$ 1.00) par value common stock which shall be designated "COMMON SHARES" .

ARTICLE V - 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 thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL OFFICES AND AGENT

The street address of the initial corporate and registered office of this Corporation is 5869 S.W. 34 Street; Miami, Fl. 33155 and the name of the initial registered agent of this corporation at that address is Silvia P. Rodriguez.

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TALLAHASSEE, FLORIDA

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have 1 director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

Silvia P. Rodriguez
5869 S.W. 34 Street
Miami, Florida 33155

ARTICLE VIII - INCORPORATORS

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

Silvia P. Rodriguez
5869 S.W. 34 Street
Miami, Fl. 33155

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of the shareholders may be called by the Board of Directors or the holders of not less than one tenth of all the shares entitled to vote at the meeting.

ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this Corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XIII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE XIV - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

In Witness Whereof, the undersigned subscribers have executed these articles of incorporation this 7th day of June, 1995.


Silvia P. Rodriguez

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JUN -9 AM 8:38

FILED

STATE OF FLORIDA

COUNTY OF DADE

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Silvia P. Rodriguez, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

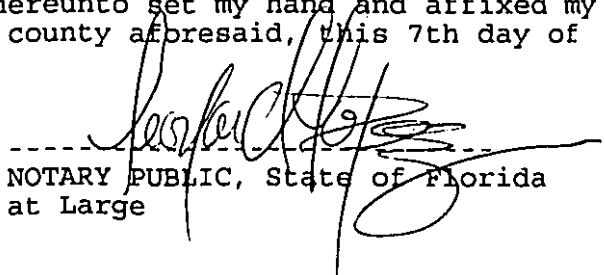
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 7th day of June, 1995.

JOHN TO AND SUBSCRIBED BEFORE ME

THIS 7 DAY OF JUNE A.D. 1995

NOTARY PUBLIC STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES JUNE 25, 1995


NOTARY PUBLIC, State of Florida
at Large

I, the undersigned, having been named as initial registered agent of the Corporation in the foregoing Articles of Incorporation hereby accept said office and will serve in said capacity.


REGISTERED AGENT