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TALLAHASSEE, FLORIDA 32302-6000
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PHONE: (306) 541-3694
FAX: (306) 541-3770
(((H96000002057))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: WXL, INC.
FAX AUDIT NUMBER: H96000002057
DATE REQUESTED: 02/12/1996
CERTIFIED COPIES: 1
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65 FEB 13 PM 9:40
TALLAHASSEE, FLORIDA

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96 FEB 13 AM 7:56

SIGN OF CERTIFICATION

[Handwritten signature]
2/13

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⑦

**ARTICLES OF INCORPORATION OF
WXL, INC.**

This instrument prepared by:

Kirk D. DeLeon, P.A.
2 N.E. 40th Street
2nd Floor East
Miami, Florida 33137
(305) 573-0104
Florida Bar No.: 989959

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**ARTICLES OF INCORPORATION OF
WXL, INC.**

FILED
65 FEB 16 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is WXL, Inc.

ARTICLE II - DURATION

The corporation shall have perpetual existence commencing on the date of filing.

ARTICLE III - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida and under the laws of any other country in the world.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED AGENT

The name and address of the initial registered agent of this corporation is Freddy Darwin Portillo, 12355 N.E. 13 Ave., Suite 300, Miami, Florida 33161.

ARTICLE VI - PRINCIPAL OFFICE OF THE CORPORATION

The principal office of the corporation will be located at 12355 N.E. 13 Ave., Suite 300, Miami, Florida 33161.

ARTICLE VII - OFFICERS

The affairs of WXL, Inc., shall be managed by a Board of Directors and administered by a President, one or more Vice Presidents, a Secretary, and such other officers as the Board of Directors shall deem desirable. Officers need not be Directors. The officers shall be elected by

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WXL, Inc.
Articles of Incorporation
Page 2

a majority of those Directors present at the first regularly scheduled meeting of the Board of Directors held each year at which a quorum is present. Each Officer shall serve until resignation or until elections are held at the following year's first regularly scheduled meeting of the Board of Directors at which a quorum is present.

The initial officers of the corporation who shall serve until elections are held and their addresses are:

President - Adriana Pavluk
12355 N.E. 13th Ave.
Suite 300
Miami, Florida 33161

Vice President - Luis Nievas
12355 N.E. 13th Ave.
Suite 300
Miami, Florida 33161

Secretary - Freddy Darwin Portillo
12355 N.E. 13th Ave.
Suite 300
Miami, Florida 33161

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Directors. The number of Directors may be increased or diminished from time to time by the By Laws, but shall never be less than one (1). The names and addresses of the directors of this corporation are:

Freddy Darwin Portillo	12355 N.E. 13th Ave. Suite 300 Miami, Florida 33161
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Adriana Pavluk	12355 N.E. 13th Ave. Suite 300 Miami, Florida 33161
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Luis Nievas	12355 N.E. 13 Ave. Suite 300 Miami, Florida 33161
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ARTICLE IX - BY LAWS

The By Laws of this corporation may be adopted, altered amended or repealed by either the Stockholders or the Directors.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director to the full extent permitted by law.

ARTICLE XI - PREEMPTIVE RIGHTS

Every stockholder, 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 or her pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII - INCORPORATOR

The name and address of the incorporator, who is also the person signing these Articles is:

Freddy Darwin Portillo

12355 N.E. 13th Ave.
Suite 300
Miami, Florida 33161

ARTICLES XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

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WFL, Inc.
Articles of Incorporation
Page 4

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Florida on the 12th day of February, 1996.

STATE OF FLORIDA]

COUNTY OF DADE]

BEFORE ME, the undersigned authority, personally appeared **FREDDY DARWIN PORTILLO**, who is personally known to me and who has provided a Florida Driver's License as identification to verify identity, and he subscribed the above Articles of Incorporation and he did freely and voluntarily acknowledge before me according to the law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida, this 12th day of February, 1996.

My Commission Expires:

Adriana Pamlanc
Notary Public in the State
of Florida at Large



ADRIANA PAMLANC
COMMISSION # 00511021
EXPIRES NOV 22, 1999
ATLANTIC RECORDS CO., INC.

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WXL, Inc.
Articles of Incorporation
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ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby agrees to act in the capacity of Registered Agent for WXL Inc., and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 12th day of February, 1996.


Freddy Darwin Pordillo

This instrument prepared by:

Kirk D. DeLeon, P.A.
2 N.E. 40th Street
2nd Floor East
Miami, Florida 33137
(305) 873-0104
Florida Bar No.: 989939
notary commission

FILED
95 FEB 13 AM 9:40
TALLAHASSEE, FLORIDA

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KIRK D. DELEON, P.A.
COUNSELLOR AT LAW

2 N.E. 40TH STREET
2ND FLOOR EAST
MIAMI, FL 33137

TELEPHONE: (305) 573-0104
TELEFAX: (305) 573-0108

VIA U.S. MAIL

January 14, 1997

Carol Mustain
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, FL 32314

30000206603--S
-01/23/97--01092--007
*****70.00 *****35.00

Re: Dissolution of WXL, Inc. And AWW Trading, Inc. 41

Dear Ms. Mustain:

This letter confirms our conversation of January 14, 1997. As discussed, I am resubmitting the Articles of Dissolution for WXL, Inc., and AWW Trading, Inc., along with a check in the amount of \$70.00 to cover the filing fees for both items.

Please contact my office with any questions.

Sincerely yours,



Kirk D. DeLeon, Esq.

KDL/sf

Encl.

Axe/mustain:lt

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

57 JUN 17 PM 4 00

APPROVED
AND
FILED

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ARTICLES OF DISSOLUTION BY DIRECTORS

ARTICLE I

The name of the corporation is WFLA, INC.

ARTICLE II

The date of filing of its Articles of Incorporation was February 3, 1996

ARTICLE III

None of the corporation shares have been issued.

ARTICLE IV

No debt of the corporation remains unpaid.

ARTICLE V

There are no assets of this corporation requiring distribution.

ARTICLE VI

Majority of directors authorize the dissolution.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of
Dissolution at Miami, Florida on the 16 day of December, 1996.


ADRIANA PAVLUK

STATE OF FLORIDA]


COUNTY OF DADE]

BEFORE ME, the undersigned authority, personally appeared ADRIANA PAVLUK, who is personally know to me and who has provided a Florida Drivers license as identification to verify her identity, and she subscribed the above Articles of Incorporation and she did freely and voluntarily acknowledge before me according to the law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, DADE County, Florida, this 16 day of December, 1996.

My Commission Expires:




Notary Public of the State
of Florida at Large

SECRET
NOTARY PUBLIC
FLORIDA
1996
12/17 PM 1:00
FILED
ADRIANA PAVLUK