

3/08/99

FLORIDA DIVISION OF CORPORATIONS

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FLORIDA DIVISION OF CORPORATIONS

FROM: ACE INDUSTRIES, INC.

DEPARTMENT OF STATE

33 NW 1TH

STATE OF FLORIDA

409 N. GAY ST. SUITE 200

MIAMI, FL 33136-2000-0000

TALLAHASSEE, FL 32300

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MASTER CASSETTE PRODUCTION, INC.

FAX AUDIT NUMBER: H96000003349

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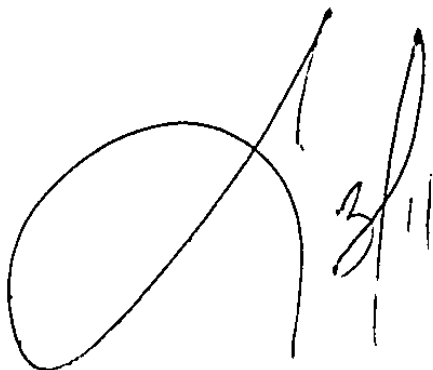
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03-08-1999 PM 3:01

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SS MAR-8 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF INCORPORATION
OF
MASTER CASSETTE PRODUCTION, INC.**

The name and initial address of this corporation is: Master Cassette Production, Inc., 4263 S.W. 75th Avenue, Miami, Florida 33155.

ARTICLE I

The name of the incorporation shall be:

MASTER CASSETTE PRODUCTION, INC.

ARTICLE II

The principal place of business and mailing address of this corporation shall be: 4263 S.W. 75th Avenue, Miami, Florida 33155.

ARTICLE III

The maximum number of share of capital stock that this corporation is authorized to have outstanding at any time is FIVE HUNDRED (500) shares of Common Stock having a par value of ONE (\$1.00) DOLLAR per share.

ARTICLE IV

The initial registered office of this corporation shall be 4263 S.W. 75th Avenue, Miami, Florida 33155 with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Eusebio Lopez.

ARTICLE V

This Corporation shall have two (2) directors initially and the number of directors may be increased or diminished from time to time as provided in the By-Laws but shall never be less than one.

ARTICLE VI

The name and address of the incorporator is: Eusebio Lopez, 4263 S.W. 75th Avenue, Miami, Florida 33155.

H96-03349
ACE INDUSTRIES, INC.
64 NW 11th Street
Miami, FL 33136
305-633-2571

ARTICLE VII

The name and street addresses of the directors of the Corporation, who shall hold office for the first year or until his/her successor is duly elected and qualified shall be:

Name	Address
Eusebio Lopez	7035 S.W. 21st Street Miami, Florida 33155
Dora E. Padilla	7035 S.W. 21st Street Miami, Florida 33155

ARTICLE VIII

The Corporation is to have perpetual existence.

ARTICLE IX

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation this 7 day of March, 1996.


SUBSCRIBER

H96-03349

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

In compliance with the laws of the State of Florida, the following is submitted:

FIRST: That Master Cassette Production Inc., desiring to organize under the laws of the State of Florida with its principal offices as indicated in the Articles of Incorporation, in the County of Dade, State of Florida, has named Eusebio Lopez, located at 4263 S.W. 75th Avenue, Miami, Florida 33155, as its agent to accept services of process within this State.

ACKNOWLEDGEMENT

Having been named to accept services of process for the above stated 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.

By: 
Eusebio Lopez
Resident Agent

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