

8

10:34 AM

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET  
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE COMPANY  
DEPARTMENT OF STATE 1492 FLORIDA ST  
TALLAHASSEE, FL 32301 SUITE 200  
EAST 8TH STREET MIAMI FL 33135- 86-3007194  
FAX: (904) 922-4000 CONTACT: RAY STORMONT  
PHONE: (305) 541-3894  
FAX: (305) 541-3770  
((H96000005130))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: RITMO LATINO MAGAZINE, INC.

FAX AUDIT NUMBER: H96000005130

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/11/1996

TIME REQUESTED: 10:34:01

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 6

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072450003256

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000005130)))

\*\* ENTER 'M' FOR MENU. \*\*

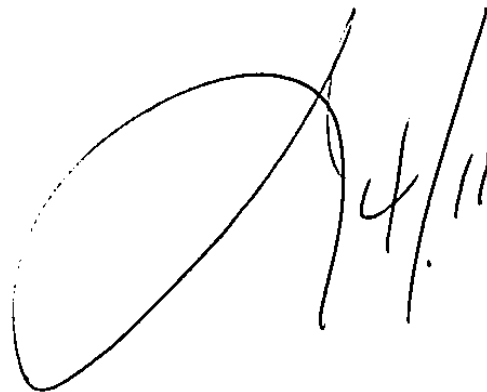
ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM

Connect: 00:04:2

FILED  
96 APR 11 PM 12:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
4/11

09:41:11 4/11/96

H 96000005130

ARTICLES OF INCORPORATION

OF

RITMO LATINO MAGAZINE, INC.

ARTICLE I - NAME

The name of the corporation is RITMO LATINO MAGAZINE, INC.

ARTICLE II - ADDRESS

The principal office or mailing address of this corporation shall be located at:

RITMO LATINO MAGAZINE, INC.  
6800 S.W. 40th Street  
P.O. Box 388  
Miami, FL 33155

ARTICLE III - DURATION

This corporation shall exist in perpetuity.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and Florida.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 100 S. Biscayne Boulevard, Suite 800, Miami, FL 33131 and the name of the registered agent of this corporation is Marietta Sanchez.

ARTICLE VI - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares".

HALEY, SINAGRA & PEREZ, ESQ.  
100 S. Biscayne Blvd. #800  
Miami, FL 33131  
(305) 374-1300  
James T. Haley, Esq.  
Fl. Bar No. 134633

Page 1 of 4

FILED  
APR 11 PM 12:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H 96000005130

H 960000 05130

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

Director: Alex Carmenates  
10881 Richmond Avenue  
Apt. 902  
Houston, TX 77042

Director: Ramon Hernandez  
671 N.W. 124th Place  
Miami, FL 33182

Director/President: Jose A. Perez  
6600 S.W. 43rd Street  
Miami, FL 33155

#### ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is: Marietta Sanchez, 100 S. Biscayne Boulevard, Suite 800, Miami, FL 33131.

#### ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

#### ARTICLE X - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

#### ARTICLE XI - INDEMNIFICATION

This corporation shall indemnify any former officer or director, to the full extent permitted by law.


H 960000 05130

H 96000005130

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions 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 subscribed has executed these Articles of Incorporation this 11 day of April, 1996.

  
Marietta Sanchez

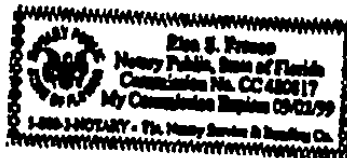
STATE OF FLORIDA     )  
                              ) SS  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, personally appeared Marietta Sanchez to me well known, and known to me to be the individual described in and who executed the foregoing instrument as subscribed hereto.

WITNESS my hand and official seal this 11th day of April, 1996.

  
Notary Public, State of Florida  
Printed Name:

My commission expires:



H 96000005130

H 96000005130

DESIGNATION OF REGISTERED AGENT

Pursuant to Chapters 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with the requirements and made a part of the Articles of Incorporation of the corporation.

That, Ritmo Latino Magazine, Inc., desiring to organize under the Laws of the State of Florida, with its registered office and agent as indicated in the Articles of Incorporation, has named Marietta Sanchez as its Registered Agent to accept service of process within this State.

Acceptance of appointment as  
Registered Agent

  
Marietta Sanchez

MRQ:\WYDOOM\PAAT.MQ

FILED  
96 APR 11 PM 12:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H 96000005130

9/25/96

# P96000031690

12:11 PM

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H96000013437 4))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: RITMO LATINO MAGAZINE, INC.  
AUDIT NUMBER.....H96000013437  
DOC TYPE.....BASIC AMENDMENT  
CERT. OF STATUS..0  
CERT. COPIES.....0

PAGES..... 2  
DEL.METHOD.. FAX  
EST.CHARGE.. \$35.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:  
help F1 Option Menu F2

NUM

Connect: 00:20:41

RECEIVED

96 SEP 25 PM 1:59

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
96 SEP 25 PM 4:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Correspondence  
Linda*

H96000013437

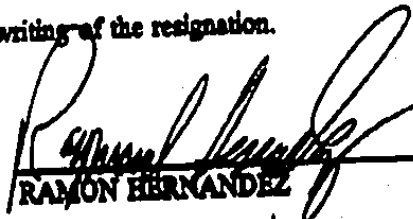
(2)

Florida Department of State, Sandra B. Mortham, Secretary of State

**OFFICER / DIRECTOR RESIGNATION**

I, RAMON HERNANDEZ, hereby resign as Director of RITMO LATINO MAGAZINE, INC., a corporation organized under the laws of the State of Florida.

That the corporation has been notified in writing of the resignation.

  
RAMON HERNANDEZ

Date: 7/24/96

FILED  
95 SEP 25 PM 4:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J.T. Haley, Esquire  
Florida Bar No. 131633  
100 S. Biscayne Boulevard  
Suite 800  
Miami, FL 33131  
(305) 374-1300

FILING FEE IS \$35.00

P96000031690

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

H96000013437

FILE CORPORATE KIT

SEP-25-1996 13:05