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409 EAST GAINES STREET

MIAMI FL 33135-

TALLAHASSEE, FL 32309

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MIAMI SOUND COMMUNICATION INC.

FAX AUDIT NUMBER: H90000007010

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DIVISION OF CORPORATIONS

FILED
96 MAY 17 AM 8:35
TALLAHASSEE, FLORIDA

5/20/96
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**CERTIFICATE OF INCORPORATION
OF
MIAMI SOUND COMMUNICATION INC.**

FILED
MAY 17 1996
CLERK OF DISTRICT COURT
SOUTH DED

The undersigned *subscribers* to these Articles of Incorporation each a natural person competent to contract, hereby associate themselves together to form a corporation under the law of the State of Florida.

ARTICLE I. NAME

The name of this corporation is Miami Sound Communication, Inc.

ARTICLE II. NATURE OF THE BUSINESS.

The general nature of this business to be transacted by this corporation is any legal business in the State of Florida or in the United States.

To conduct business in, have one or more offices in and sell, import, export, buy, hold, mortgage, convey, lease, construction and building or otherwise dispose of real and personal property, including patents, franchises, copyrights, trademarks, and licenses, in the State Of Florida, and in all other states and countries.

To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of property, or other instruments to secure the payment to corporate indebtedment as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

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Prepared by:
Carlos Solari
1235 Allen Rd.
Miami Beach, FL 33137
(305) 674-1681

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To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of shares or the capital stock of, or any bonds, securities, or other evidences or indebted created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the rights to vote such stock.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is 100 (One Hundred) shares of common stock having a nominal of \$10.00 Par/ value.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business with is \$ 1,000.00 (On e Thousand 0/100)

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

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ARTICLE VI. ADDRESS

The Initial post office address of this corporation in the State of Florida is 18200 N. W 27 Avenue Miami Fl. 33056 The board of directors may from time to time move the principal office to any other office in Florida.

ARTICLE VII. DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII. SUBSCRIBERS

The name and post office address of each subscriber to these Articles of Incorporation are:

Jose F Zeledon

President-Secretary

18200 N. W 27 Avenue, Miami Fl. 33056.

ARTICLE IX. REGISTERED OFFICE AND REGISTERED AGENT

The registered office shall be at 18200 N.W 27 Avenue, Miami, Fl. 33056, and the registered agent being Jose F Zeledon.

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ARTICLE X. AMENDMENT

This Articles of Incorporation may be amended in the manner provided by laws. Every amendment shall be approved by the board of directors proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon.


Jose F. Zaldon
President
Secretary

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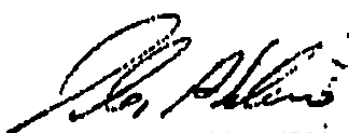
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STATE OF FLORIDA) SS
COUNTY OF DADE

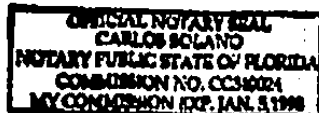
I HEREBY CERTIFY : That on this day, before me, a Notary Public the undersigned authority, duly authorize to administer oaths and take acknowledgments, personally appeared, Jose F Zeledon of Miami Sound Communication, Inc.. a Florida Corporation.

Who after being duly sworn, executed the foregoing Articles of Incorporation and acknowledge before me that the subscribers to those Articles on Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, said County and State, on this 16th day of the month of May, 1996.


NOTARY PUBLIC SEAL

MY COMMISSION EXPIRES:



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

In compliance with Section 807.34 Florida Statutes, the following is
submitted, in compliance with said act:

FIRST: That, Miami Sound Communication, Inc. desiring to
organize or qualify under the laws of the State of Florida with its
principle office, as indicated in the articles of incorporation at city of
Miami, county of Dade, and state of Florida has hereby named Jose
F. Zeledon of 18200 N.W 27 Avenue Miami, Fl. 33056 as its agent
to accept services of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated
corporation, at the place designated in this certificate.

I hereby agree to act in this capacity, and I further agree to comply
with the provision of said act relative to keeping open said office.


Jose F. Zeledon
Register Agent.

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MAY 17 AM 8:55
TALLAHASSEE, FLORIDA