

P96000043535

CARMEN C. FERREIRA
ATTORNEY AT LAW
6262 BIRD RD. #2B
MIAMI, FLORIDA 33155

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Telefax 305-284-9576

May 13, 1996

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

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-05/15/96--01142--013
****122.50 ****122.50

RE: KANEY ENTERTAINMENT, INC.

Dear Sir or Madam:

Enclosed herewith are the Articles of Incorporation for the above-captioned corporation, along with a check in the amount of \$122.50. Please forward one certified copy of the registered articles to the undersigned.

Sincerely,


Carmen C. Ferreira

FILED
96 MAY 15 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/15/96
SJS

ARTICLES OF INCORPORATION
OF
KANEY ENTERTAINMENT, INC.

FILED
96 MAY 15 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I
NAME AND ADDRESS OF THE CORPORATION

The name of the Corporation shall be KANEY ENTERTAINMENT, INC. (the "Corporation"). The initial address of the Corporation shall be 221 SW 38 CT., Miami, Florida 33134.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business and activities to be transacted and carried on by the Corporation are to transact all lawful business for which corporations may be incorporated under the Florida General Corporation Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

The general purposes specified in the foregoing clauses of this Article, unless expressly limited, shall not be limited nor restricted by reference to, or inference from, any provisions in this or any other article of these Articles of Incorporation, shall be regarded as independent purposes and shall be construed as powers as well as purposes.

ARTICLE III
STOCK

The authorized capital stock of the Corporation shall consist of 450 shares of Common Stock with a par value of \$1.00 per share.

**ARTICLE IV
INCORPORATOR**

The name and street address of the incorporators of the Corporation is as follows:

Miguel Castano
Luis Espindola
Jose Antonio Garrido

address as to all: 221 SW 38 Ct. Miami, Florida 33134.

**ARTICLE V
TERM OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VI
ADDRESS OF REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Corporation in the State of Florida shall be 221 S. W. 38 Ct., Miami, Florida 33134. The name of the initial registered agent of the Corporation at the above address shall be Miguel Castano.

**ARTICLE VII
NUMBER OF DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) but not more than five (5) persons, the exact number to be determined from time to time in accordance with the By-Laws, and until such time as the By-Laws have been adopted, the Board of Directors shall consist of three (3) persons.

**ARTICLE VIII
INITIAL BOARD OF DIRECTORS**

The names and street addresses of the members of the initial Board of Directors of the Corporation, who shall hold office until the First Annual Meeting of Shareholders, and thereafter until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Office</u>
Luis Espindola	President
Jose Antonio Garrido	Vice-president
Miguel Castano	Secretary/Treasurer

Address:

221 S. W. 38 Ct., Miami, Florida 33134.

**ARTICLE IX
BY-LAWS**

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the Shareholders or Directors in any manner permitted by the By-Laws.

**ARTICLE X
FINANCIAL INFORMATION**

The Corporation shall not be required to file a balance sheet and a profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each fiscal year hereafter unless a resolution to the contrary has been adopted by the shareholders not later than four (4) months after the close of such year.

**ARTICLE XI
AMENDMENT**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.


**ARTICLE XII
COMMENCEMENT OF CORPORATE EXISTENCE**

The existence of the Corporation shall, in accordance with Florida law, commence on the date of filing of these articles.

**ARTICLE XIII
PREEMPTIVE RIGHTS**

The Corporation elects to have preemptive rights.

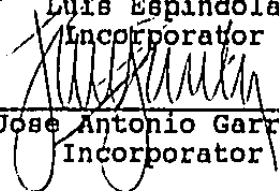
IN WITNESS WHEREOF, the above-named incorporator signed these Articles of Incorporation this 9th day of May, 1996.



Miguel Castano
Incorporator



Luis Espindola
Incorporator



Jose Antonio Garrido
Incorporator

**CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

Kaney Entertainment, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated 221 S. W. 38 Ct., Miami, Florida 33134 as its initial Registered Office and has named Miguel Castano, located at said address, as its initial Registered Agent.


Miguel Castano


Luis Espindola


Jose Antonio Garrido

Having been named Registered Agent for the above-stated corporation, at the designated Registered Office, the undersigned hereby acknowledges that he is familiar with the obligations of such position and accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.


Miguel Castano,
Registered Agent

FILED
96 MAY 15 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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100 S.W. 31 Road Miami FL 33129

2374

LUIS ESPINDOLA, JR.
MARIA E. BARRENA-ESPINDOLA
13420 SW 4TH TERRACE
MIAMI FL 33184

63-6126/2670

DATE 9/20/96

PAY
TO THE
ORDER OF

Secretary of State
Thirty Five

\$ 35.00

DOLLARS

GREAT WESTERN BANK GW

A Member Savings Bank
13701 SOUTHWEST 80TH STREET
MIAMI, FL 33186
1-800-STATUS-9

FOR Div. of Corporations

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*****35.00 *****35.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 SEP 26 PM 1:40

APPROVED
AND
FILED

RECEIVED

96 SEP 26 AM 8:42

DIVISION OF CORPORATIONS

W
P96000043535
JDR
9-26-96

September 19, 1996

Kaney Entertainment, Inc.
Mr. Jose Garrido, Vice President
Mr. Miguel Castano, Secretary
340 Minorca Avenue
Coral Gables, Fl. 33134

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 SEP 26 PM 1:40

APPROVED
AND
FILED

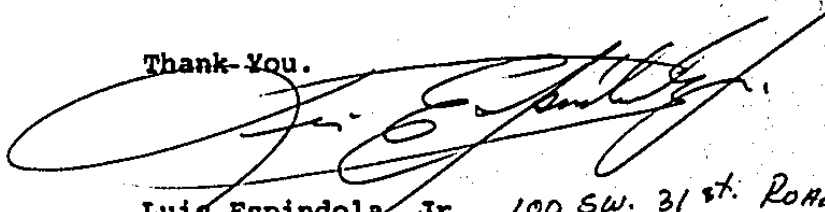
Dear Sirs;

This letter is formal acknowledgement of my decision to resign as President/Board Director of Kaney Entertainment, Inc., as of this date.

I wish this corporation and its members many successes in this industry. May you fully be able to accomplish The Vision: "Preserving The Arts Forever."

It has been a learning experience to have worked as a team member in quest of accomplishing this corporation's musical goals. I have truly enjoyed, my responsibilities as musical director, arranger and musician at Kaney Entertainment.

Thank-You.


Luis Espindola, Jr. 100 SW. 31st. Road. Miami Fl. 33129
cc: First Union Bank
State Dept., Tallahassee, Fl.