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TRANSMITTAL LETTER

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

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-05/16/96--01123--006
*****78.75 *****78.75

SUBJECT: "MAGNIFICAT" ENTERPRISES INC
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of Incorporation and a check
for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM:

Ana L. Martinez-Ortiz

Name (printed or typed)

7961 SW. 13 Terrace

Address

Miami Fla 33144

City, State & Zip

(305) 285-9098 / (305) 790-1616

Daytime Telephone number

FILED
96 MAY 16 PM 6 45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

of

"MAGNIFICAT" ENTERPRISES INC.

I, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: **MAGNIFICAT ENTERPRISES, INC.**

ARTICLE II - PURPOSE

The general purpose or purposes for which the corporation is initially organized are as follows:

A.- To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

B.- To conduct business in all phases of production and artist management in and throughout the entertainment and advertising industry and to further deal in any and all related aspects of said production/management within the music industry including, but not limited to publishing, live performances, direction and coordination of all types of productions relating to the music, entertainment and advertising field, television, radio and motion pictures.

The following production titles should be registered under and will operate as part of this corporation: "Homenaje"- "Tribute", "Puede ser sabroso" - "Taste It, You'll Like It", "Cuerpo y Alma" - "Body and Soul" and "Habia Una Vez..." - "Once Upon A Time....."

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ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any time is 500 shares of \$1.00 par value.

ARTICLE IV - EXISTENCE

The corporation existence shall commence upon the filing of these articles. The existence of the corporation shall be perpetual unless dissolved according to law.

ARTICLE V - PRINCIPAL OFFICE

The principal office of this corporation shall be located at: 7961 SW 13 Terrace, Miami, Fla 33144.

ARTICLE VI - BOARD OF DIRECTORS

The Board Of Directors of this corporation shall consist of not less than one nor more than 1 member.

ARTICLE VII - INCORPORATOR(S)

The names and addresses of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the laws of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, are as follows:

NAME: Ana Lourdes Martinez-Ortiz
ADDRESS: 7961 SW 13 Terrace, Miami, Fla 33144
TITLE: President/Vice-President/Secretary/Treasurer

ARTICLE VIII - REGISTERED AGENT

The registered agent/office for this corporation are: Ana Lourdes Martinez-Ortiz, 7961 SW 13 Terrace, Miami, Fla 33144

ARTICLE IX - INDEMNIFICATION

Every incorporator, director and every officer of the corporation shall be indemnified by the corporation against all incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by corporation, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is

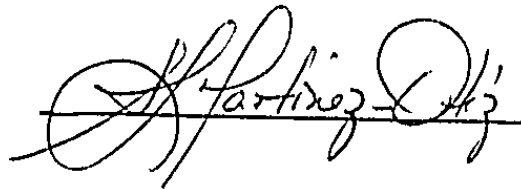
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adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves, by a two-thirds vote, such settlement and reimbursement as being for the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE X - BYLAWS

Where not inconsistent with law, or these Articles, the Bylaws of the corporation may contain any provision for the regulation and management of the affairs of the corporation, including but not limited to restrictions on the transfer or issuance of shares and voting and/or quorum requirements at shareholder and/or director meetings.

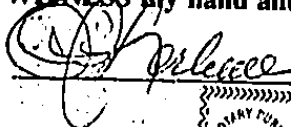
IN WITNESS WHEREOF, I have executed these Articles this of Incorporation this 13th day of May, 1995

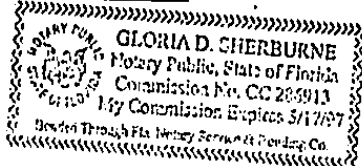


STATE OF FLORIDA)
COUNTY OF DADE)

I hereby certify that on this day personally appeared: Ana L. Martinez-Ortiz to me well known to be the same described in and who executed these Articles of Incorporation, and acknowledge the Articles to be the act and deed of the subscriber (s) and that the facts set forth therein are true.

WITNESS my hand and seal at Miami, Dade County, Florida, this

 11/14/95, 199 95



FILED
96 MAY 16 PM 6:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA