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SANCHELIMA & ASSOCIATES, P.A.

PATENTS, TRADEMARKS & COPYRIGHTS

J. Sanchelima, REG. PAT. ATT.

Attorneys At Law

235 S.W. LE JEUNE ROAD
MIAMI, FL 33134-1702
(305) 447-1017
FAX: (305) 445-0484

May 28, 1996

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

Re: **TOP MOUNTAIN MUSIC, INC.**
Our File No. 15222

500001850645
-06/04/96--01149--001
***122.50 ***122.50

Dear Sir/Madam:

In connection with the above-referenced matter, enclosed herewith please find the following:


1. Original and copy of the Articles of Incorporation
2. Our check in the sum of \$122.50

Please process this corporation and return a copy to us indicating the date of filing and the new corporation number.

Thank you for your prompt attention to this matter.

Very truly yours,

SANCHELIMA & ASSOC., P.A.


Jesus Sanchelima, Esq.

File
JS:sk
Enclosures

W96-11915

FILED
96 JUN -3 AM 7:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTER JUN 7 1996

FILED

96 JUN -3 AM 7:53

ARTICLES OF INCORPORATION SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

TOP MOUNTAIN MUSIC, INC.

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME AND ADDRESS OF THE CORPORATION

The name and address of the corporation shall be:

TOP MOUNTAIN MUSIC, INC.
465 South Poinciana Blvd., Apt 8A
Miami Springs, Florida 33166

ARTICLE II

DURATION OF THE CORPORATION

The corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE III

PURPOSE

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV

AUTHORIZED CAPITAL

The corporation shall be authorized to issue 1,000 shares of common stock of \$1.00 par value, for the total authorized capital of \$1,000.00.

The shares of stock may be issued for cash, property, real or personal, or labor or services actually performed for the corporation at a just value fixed by the Board of Directors. Consideration for the stock shall not be less than par value and shares may not be issued until fully paid.

ARTICLE V

DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time thereafter in accordance with the bylaws of the corporation but shall never be less than one. The names and street addresses of the initial directors of this corporation are:

Heinstinn Mengual
465 South Poinclana Blvd., Apt 8A
Miami Springs, Florida 33166

Humberto Peña
2920 S.W. 15 Street
Miami, Florida 33145

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 235 S.W. Le Jeune Rd., Miami, Fl. 33134 and the name of the initial registered agent at that address is Jesus Sanchelima.

ARTICLE VII

INCORPORATORS

The names and addresses of the Incorporators are:

Helstinn Mengual
465 South Polinciana Blvd. Apt 8A
Miami Springs, Florida 33166

Humberto Peña
2920 S.W. 15 Street
Miami, Florida 33145

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify its present or former officers or directors to the fullest extent permitted by law either now or hereafter.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IX

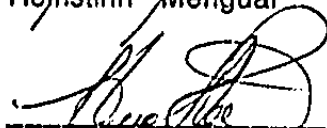
AMENDMENTS TO ARTICLES

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting, with not less than a two-thirds vote of the common stock.

IN WITNESS WHEREOF, the Incorporators have hereunto subscribed their name, on the 30 day of May, A.D. 1996.




Heinstin Mengual



Humberto Peña

ACCEPTANCE BY REGISTERED AGENT

SANCHELIMA & ASSOCIATES, P.A., a Florida professional corporation, located at 235 S.W. LeJeune Road, Miami, FL 33134, hereby accepts the appointment as Registered Agent.



JESUS SANCHELIMA, President

Dated this 30 day of May, 1996.

FILED

96 JUN -3 AM 7:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared
Jesus Sanchellima, to me well known to be the person described in and who
executed the foregoing instrument, and acknowledged to and before me
that the instrument was executed for the purposes therein expressed.

WITNESS my hand and official seal, this 30th day of
May, 1996.



Notary Public
State of Florida at Large

My Commission Expires:

