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U.S. DEPARTMENT OF JUSTICE

PREPARED BY:
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H & V GREAT PROFESSIONAL, INC.
8001 N.W. 7th St #8
MIAMI, FL 33126
TEL: (305) 268-1347

**ARTICLE OF INCORPORATION OF
MUSIC BOX GROUP, INC.**

ARTICLE I NAME

The name of this corporation is **MUSIC BOX GROUP, INC.**

ARTICLE II DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE IV CAPITAL STOCK

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

ARTICLE V PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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ARTICLE VI LOCATION

The Street, Address, City, County and State in which the principal offices of the corporation are to be located are 13600 S.W. 97 Street, Miami, FL 33186. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have two (1) Director initially. The number of Directors may be increased or diminished from time to time in accordance with By-Laws adopted by the stockholders. The names and addresses of the initial Board of Directors of this corporation are:

NAME	ADDRESS
Reynaldo A. Garcia President	13600 S.W. 97 Street Miami FL 33186
Marina T. Sammartino Vice-President	13600 S.W. 97 Street Miami FL 33186
Fernando E. Carranza Director	13600 S.W. 97 Street Miami FL 33186

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ARTICLE VIII SUBSCRIBERS

This name and street addresses and the number or shares of stock subscribe to by each person signing these Articles of Corporation are:

NAME	ADDRESS	SHARES
Marina T. Sammartino	13600 S.W. 97 Street Miami, FL 33186	40%
Reynaldo A. Garcia	13600 S.W. 97 Street Miami, FL 33186	20%
Fernando B. Caranza	13600 S.W. 97 Street Miami, FL 33186	20%

ARTICLE IX AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. 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, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Corporation be made.

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ARTICLE X LIMITATIONS ON CORPORATE STOCK

1. No shareholder can enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of the stock.

2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.

3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

ARTICLE XI INDEMNIFICATION

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

ARTICLE XII DISSOLUTION

The corporation may be dissolved at any time on the affirmative vote of the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of all debts of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in direct proportion to the number of shares held by him.

ARTICLE XIII INITIAL REGISTERED OFFICE AND AGENT

The Street address of the initial registered office of this corporation is 13600 S.W. 97 Street Miami, FL 33186 and the name of the initial registered agent of this corporation at that address is Fernando E. Carranza.

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IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here in above named for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Corporation, here by declaring and certifying that the facts herein stated all true and do agree to take the number of shares herein above set forth and hereunto set our hands and seals this 19 day of June, 1996.


Marina T. Sammartino


Reynaldo A. Garcia

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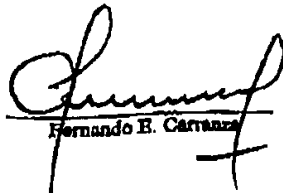
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said Act:

1. MUSIC BOX GROUP, INC., desiring to organize under the laws of the State of
Florida, with its principal office, as indicated in the Articles of Corporation at the Miami,
State of Florida, has named Fernando E. Carranza, located at 13600 S.W. 97 Street
County of Dade, State of Florida, as its agent to accept service 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 accept to act in this capacity and agree to
comply with the provisions of said Act relative to Keeping open said office.


Fernando E. Carranza

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