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FLORIDA DIVISION OF CORPORATIONS
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FAX: (305) 541-3770
P.22/26
12130
(((H98000010401)))
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: MANZANA RECORDS, INC.
FAX AUDIT NUMBER: H98000010401
DATE REQUESTED: 07/26/1996
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SECRETARY OF STATE
TALLAHASSEE, FL 32399

7/26

RECEIVED
96 JUL 26 PM 1:28
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION OF

MANZANA RECORDS, INC.

ARTICLE I-NAME:

The name of this corporation is:

MANZANA RECORDS, INC.

ARTICLE II-DURATION:

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III-PURPOSE:

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV-CAPITAL STOCK:

This corporation is authorized to issue sixty (60) shares of NO PAR VALUE common stock, which shall be designated "Common Stock".

Prepared by: Roberto F. Fleitas
782 NW Le Jeune Rd., # 550
Miami, Florida 33126
Florida Bar No: 0273546
(305) 442-1439

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TALLAHASSEE, FLORIDA

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ARTICLE V-PREEMPTIVE RIGHTS:

Every shareholders, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT:

The street address of the principal office of this corporation is:

10441 N.W. 28th Street
Miami, Florida

The name of the initial registered agent of this corporation is:

Alberto Segura

ARTICLE VII-INITIAL BOARD OF DIRECTORS:

This corporation shall have one director(s), initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name(s) and address(es) of the initial director(s) of this corporation is (are):

Alberto Segura
6345 Collins Avenue, No. 11
Miami Beach, Florida 33141

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ARTICLE VIII-INDEMNIFICATION:

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

ARTICLE IX-INCORPORATORS:

The name and address of the person(s) signing these articles of incorporation is (are):

Alberto Segura
6345 Collins Avenue, No. 11
Miami Beach, Florida 33141

IN WITNESS WHEREOF, the undersigned subscriber(s)
has (have) executed these Articles of Incorporation this 23rd day of
July, 1996.



ALBERTO SEGURA

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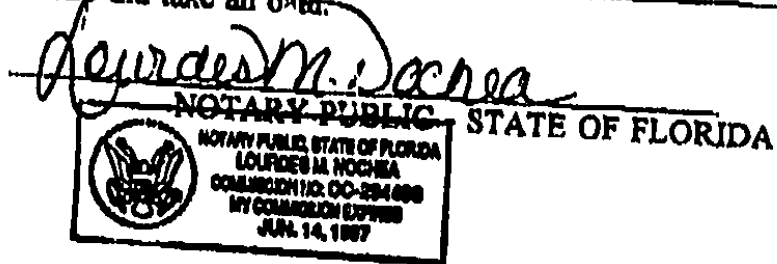
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STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared

known to me and known by me to be the person (s) who executed the foregoing
Articles of Incorporation, and acknowledged before me that he executed the
same for the purposes therein expressed.The foregoing instrument was acknowledged before me on this 23rd
day of July, 1996, byis (are) personally known to me or who have produced _____ who
as identification and who did take an oath. DANABORE

seal:



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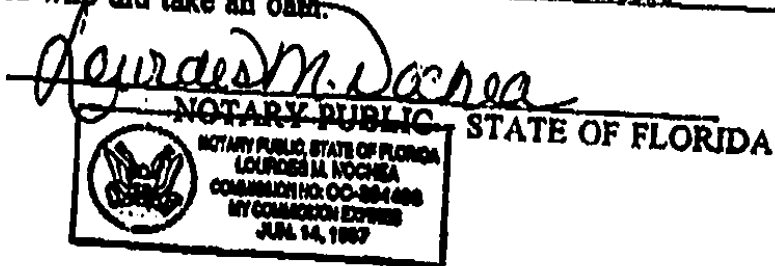
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STATE OF FLORIDA)
COUNTY OF DADIE)

BEFORE ME, the undersigned authority, personally appeared
known to me and known by me to be the person (s) who executed the foregoing
Articles of Incorporation, and acknowledged before me that he executed the
same for the purposes therein expressed.

The foregoing instrument was acknowledged before me on this 23rd
day of July, 1998, by
is (are) personally known to me or who have produced _____ who
as identification and who did take an oath. _____

seal:



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

MANZANA RECORDS, INC.

IN COMPLIANCE with Section 607.034 of the Florida Statutes, the following
is submitted: **MANZANA RECORDS, INC.**
desiring to organize or qualify under the laws of the State of Florida with its
principal place of business in the City of Miami, County of Dade, State of
Florida, has named:

ALBERTO SEGURA

as its agent to accept service of process within the State of
Florida, with the registered address as:

**10441 N.W. 28 Street
Miami, Florida**

ACKNOWLEDGMENTS

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE MENTIONED CORPORATION, AT THE PLACE DESIGNATED IN
THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY,
AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

DATED: THE 23rd DAY OF July 1996

REGISTERED AGENT

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TALLAHASSEE FLORIDA
SECRETARY OF STATE