

07/08/96 08:11 PM

TO: DIVISION OF CORPORATIONS FROM: THE COMPANY, INC.

STATE OF FLORIDA 8405 NW 53RD ST SUITE C-100 MIAMI FL 33166-062-0000

TALLAHASSEE, FL 32399 CONTACT: LIDIA FERNANDEZ PHONE: (305) 599-0039 FAX: (305) 592-9591

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: THE COMPANY, INC.

FAX AUDIT NUMBER: H96000011034 CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/08/1996 TIME REQUESTED: 13:01:01

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TALLAHASSEE, FLORIDA

Handwritten: 8/14/96 N/A

96 AUG 8 - 8AM '96
GENTLEMAN



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 8, 1996

FAS-T CORP. AGENTS, INC.

MIAMI, FL

SUBJECT: THE COMPANY, INC.
REF: W96000016625

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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Loria Poole
Corporate Specialist

FAX Aud. #: H96000011034
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RECEIVED

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF INCORPORATION

OF

54 STREET MUSIC, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract hereby forms a corporation under the laws of the State of Florida.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 AUG 14 AM 10:55

FILED

ARTICLE I.

The name of the corporation shall be:

54 STREET MUSIC, INC.

The principal place of business of this corporation shall be
25 East 9th Court Suite #1 Hialeah, Florida 33010.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

Prepared by: Frank Felix Fernandez
25 East 9th Court Ste #1
Hialeah, Fl 33010
(305) 271-2400

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 25 East 9th Court Suite #1 Hialeah, Florida 33010.

and the initial registered agent of the corporation at that address is Frank Felix Fernandez.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have two directors, initially. The names and street addresses of the initial members of the Board of Directors are:

Frank Felix Fernandez Dir.	25 East 9th Court Ste #1 Hialeah, Florida 33010
Ernesto Perez Dir.	25 East 9th Court Ste #1 Hialeah, Florida 33010

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Frank Felix Fernandez President/Treasurer	25 East 9th Court Ste #1 Hialeah, Florida 33010
Ernesto Perez V. President/Secr.	25 East 9th Court Ste #1 Hialeah, Florida 33010

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are:

Frank Felix Fernandez	25 East 9th Court Ste #1 Hialeah, Florida 33010
Ernesto Perez	25 East 9th Court Ste #1 Hialeah, Florida 33010

IN WITNESS WHEREOF, we have subscribed our names at Miami, Florida, on this 8TH day of AUGUST, 1996.



MANUEL O. DOTEL
My Commission 00000000
Expires May, 31, 1997
Bonded by H&A
500-489-1888

[Signature]
Frank Felix Fernandez
Incorporator

[Signature]
Ernesto Perez
Incorporator

STATE OF FLORIDA)
COUNTY OF DALE)

On this 8TH day of AUGUST, 1996, before me the undersigned officers personally appeared FRANK F. EDWARDS, and ERNESTO PEREZ known to me to be the persons whose names are subscribed to the instrument within, and acknowledged that they executed the instrument for purpose contained herein.

IN WITNESS WHEREOF, I sign here and set my official seal.

Commission Expires:

[Signature]
Notary Public



MANUEL O. DOTEL
My Commission 00000000
Expires May, 31, 1997
Bonded by H&A
500-489-1888

THE COMPANY, INC.
REGISTERED AGENT DESIGNATION CERTIFICATE

The undersigned, as an officer of 54 STREET MUSIC, INC. authorized to sign this designation on behalf of 54 STREET MUSIC, INC. , hereby states:

I.

The address of this corporation's registered office shall be:

25 East 9th Court Ste #1
Hialeah, Florida 33010

II.

The name of the individual who shall serve as this corporation's registered agent at that address is:

Frank Felix Fernandez


Corporate officer

ACCEPTANCE

I hereby accept the designation as the registered agent for
54 STREET MUSIC, INC.


Registered Agent

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96 AUG 14 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Registered Agent