

2/26/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: PALMA REAL MUSIC, INC.

AUDIT NUMBER.....H97000003384

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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97 FEB 26 PM 5:56
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Handwritten signature and date: 2/27/97

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ARTICLES OF INCORPORATION
OF
PALMA REAL MUSIC, INC.

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97 FEB 26 PM 5:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

FIRST: The name of the Corporation is PALMA REAL MUSIC, INC. (the "Corporation").

EFFECTIVE DATE
2-25-97

SECOND: The street address of the initial principal office and mailing address of the Corporation is c/o Juan Vargas, 9645 S.W. 142 Court, Miami, Florida 33186.

THIRD: The Corporation is authorized to issue 10,000 shares of common stock, par value \$.01 per share.

FOURTH: The street address of the initial registered office of the Corporation is: c/o Juan Vargas, 9645 S.W. 142 Court, Miami, Florida 33186 and the registered agent at that address is: Juan Vargas.

FIFTH: The name and address of the incorporator of the Corporation is: Juan Vargas, 9645 S.W. 142 Court, Miami, Florida 33186.

SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

Alan H. Lederman
Florida Bar Number 253944
Broad and Cassel
Miami Center, Suite 3000
200 South Biscayne Boulevard
Miami, Florida 33131
(305) 373-9400

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SEVENTH: The Corporation shall have two directors initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial directors of the Corporation are:

Juan Vargas
9645 S.W. 142 Court
Miami, Florida 33186

Margarita Vargas
9645 S.W. 142 Court
Miami, Florida 33186

EIGHTH: The corporate existence of the Corporation shall commence on February 25, 1997.

NINTH: The Corporation shall indemnify any director or officer to the fullest extent permitted by Florida Law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26 day of February, 1997.



Juan Vargas, Incorporator

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TOTAL P.04

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ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.


Juan Vargas

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