

P970000041762
Pamela H. Chesebrough

ATTORNEY - AT - LAW
350 Gulf Boulevard
Indian Rocks Beach, Florida 33785
Phone (813) 596-9078
Fax (813) 593-2192

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

200002169562--0
-05/07/97--01067--011
***122.50 ***122.50

May 1, 1997

RE: Incorporation - Preludes World Music and Arts, Inc.

Dear Registrar:

Enclosed in duplicate are Articles of Incorporation regarding the above-named company. A preliminary search for the name indicated that there is no problem with using this name.

Also enclosed is my check in the amount of \$122.50 to cover the fees, including the furnishing of a certification to me.

Thank you for your assistance.

Sincerely,

Pamela Chesebrough
Pamela Chesebrough

Joe 5/12

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -7 AM 10:16

ARTICLES OF INCORPORATION.

OF

Preludes World Music and Arts, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

FILED
STATE
DIVISION OF CORPORATIONS
97 MAY -7 AM 10:16

ARTICLE I - NAME

The name of the corporation shall be:

Preludes World Music and Arts, Inc.

The principal place of business of this corporation shall be:

2578 Hillsdale Avenue
Largo, Florida 33774

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact 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.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

1,000 shares at \$1.00 each

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - OFFICERS AND DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until his successor is elected is:

Ana Maria Kiremitzian
Rua Martins Soares 135 -
Sao Paulo - S.P. - 03065-050
Brazil

ARTICLES VI - INCORPORATORS

The name and street address of the incorporator to these articles of incorporation is:

Ana Maria Kiremitzian
Rua Martins Soares 135 -
Sao Paulo - S.P. - 03065-050
Brazil

In Witness whereof, the undersigned incorporator has executed these Articles of Incorporation this 1st day of May, 1997.

Signature of Incorporator:

Ana Maria Kiremitzian

State of Florida

Indian Rocks Beach, Florida

The foregoing instrument was acknowledged before me this

1st day of May, 1997 by Ana Maria Kiremitzian of

Preludes World Music and Arts, Inc., who is personally known to me

or who has produced a Florida Driver's license as identification

and who did take an oath.



Pamela Chesebrough
Notary Public

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
REGISTERED OFFICE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -7 AM 10:16

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

1. The name of the corporation is: Preludes World Music and Arts, Inc.
2. The name and address of the registered agent and office is:

Pamela H. Chesebrough
350 Gulf Boulevard
Indian Rocks Beach, Florida 33785

Signature: *Joanna J. Klement*
Title: President
Date: May 1, 1997

Having been named to accept Service of Process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida Statutes.

Signature *Pamela Chesebrough*
(Registered Agent)

Date May 1, 1997