

P97000047611

May 21, 1997

State of Florida  
Division of Corporations

Dear Sirs :

Enclosed articles of Incorporation of MICHE MUSIC, INC. Please send legalized  
copy plus other pertinent documentation.  
If you have any questions please call 305-254-3355 .

Sincerely yours

Andres Ruiz

500002191525--6  
-05/27/97--01077--006  
\*\*\*\*122.50 \*\*\*\*122.50

FILED  
97 MAY 27 PM 4:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Recd  
5/29/97

**ARTICLES OF INCORPORATION  
OF  
MICHE MUSIC, INC.  
A FLORIDA " FOR PROFIT " CORPORATION**

97 MAY 27 PM 4:32  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned acting as incorporators of a corporation under Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation is MICHE MUSIC , INC. The principal office of the corporation and the mailing address of the corporation is 3033 NE 2nd Ave. Miami, Florida 33136.

**ARTICLE II**

The name of the registered agent of the corporation is Eduardo Jimenez . The address of this register agent is 9201 SW 105 St. Miami , Fl 33176.

**ARTICLE III**

The period of duration is perpetual existence , unless sooner dissolved in accordance with the Laws of the State of Florida. The date on which corporate existence shall begin is the date of the incorporation. The corporation is organized pursuant to the for Profit Corporation Laws of the State of Florida..

**ARTICLE IV  
MINIMUM CAPITAL**

The amount of capital with which the corporation shall begin business shall not be less than One Thousand Dollars ( \$ 1000.00) , or such greater amount as may be required by law.

**ARTICLE V**

The name and address of the incorporators are:

Eduardo Jimenez                      9201 SW 105 St, Miami, Florida 33176.

Enith Jimenez 9201 SW 105 St , Miami , Florida 33176

Miguel A Jaramillo 3033 NE 2nd Ave , Miami , Fl 33136

Jorge Monsalve 3033 NE 2nd Ave, Miami , Fl 33136

## **ARTICLE VI**

### **Nature of the Business**

This corporation may engage in any activity of business permitted under the laws of the United States of America and the laws of the State of Florida.

1) Its primary purpose will be to buy , sell , distributed , export and import musical equipment , in the United States and abroad.

2) To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplish, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or corporation with others, whether such others are persons or organizations of any kind or nature, such as corporations, firms association, trust, institutions, foundations, or governmental bureau's departments or agencies.

## **ARTICLE VII**

1) There will be four directors on the initial Board of Directors.

2) The method of election of the Board of Directors will be stated in the bylaws.

3) The names and addresses of the initial Board of Directors are:

Eduardo Jimenez  
9201 SW 105 St.  
Miami, Florida 33176  
33136

Enith Jimenez  
9201 SW 105 St.  
Miami, Florida 33176

Miguel A.Jaramillo  
3033 NE 2nd Ave  
Miami, Florida

Jorge Monsalve  
3033 NE 2nd Ave  
Miami , Fl 33136

## **ARTICLE VIII CLASSES OF DIRECTORS**

The Bylaws of this corporation may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years , and provided further that at least one-fourth(1/4) in number of the Directors shall be elected annually.

## **ARTICLE IX**

This articles of incorporation may be amended in any manner consistent with the laws of the State of Florida.

## **ARTICLE X CAPITAL STOCK**

This Corporation is authorized to issue shares of stock as follows:

**a) Designation** : The Stock of this Corporation shall be known as Common Stock.

**b) Authorized** : The maximum number of shares of Common Stock that this Corporation may issue is :

**5,000 Shares**

**c) Par Value** : Each Share of Common Stock shall have the par value of :

**\$ 1.00 each**

**d) Consideration** : Shares of Common Stock may be issued in exchange for cash , real property , labor or in the absence of fraud the value of any such consideration shall be conclusive.

**e) Non-assess ability** : Each Share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

**f) Cumulative voting :** No holder of Common Stock shall be entitled to any right of cumulative voting .

**g) Dividends :** Record holders of Common Stock are entitled to receive their pro-rate share of any dividends that may be declared by the Board of Directors out of the assets legally available for such purpose .

**h) Liquidation Rights :** Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this Corporation, to receive their pro-rata share of any assets of this Corporation remaining after payment of all corporate debts and obligations.

## ARTICLE XI

This Corporation shall indemnify any and all of its Directors, Officers , employees , or agents, or former Directors , Officers, employees or agents, or any person who may have served at its request as s Director , Officer , employee or agent of another Corporation , partnership, joint venture , trust or other enterprise, in which its own shares of capital stock , or of which it is a creditor, against the expenses , including the cost of any judgements , fines , settlements and counsel fees , actually and necessarily paid or incurred in connection with any action , suit or proceeding, whether civil , criminal , administrative or investigative ( and any appeals thereof ) to which any such person or his legal representative may be made a party , or may be threatened to be made a party by reason of his alleged acts of omission while being or having been such Director , Officer , employee of agent, provided , it shall not be determined by a final determination thereof on the merits that such Director , Officer , employee or agent his duties, or provided that such action, suit or proceeding agent this duties, or provided that such action , suit or proceeding shall be settled without a final determination of the merits and it shall be determined that such Director, Officer , employee or agent had not in any substantial way been derelict in the performance of his duties as charged therein , such determination to be made by a majority of the members of the Board of Directors of this Corporation who were not parties to such\h action, suit or proceedings , though less than a quorum , or by any one more disinterested persons to whom the question may be referred by the Board of Directors. The foregoing right of indemnification shall not be exclusive of any other rights to which any Director, Officer , employee or agent may be entitled as a matter of law or which may be lawful granted to him.

## **ARTICLE XII**

### **SPECIAL VOTING PROVISION**

The occurrences enumerated in this Article shall not be authorized , nor shall they have any force or effect , unless assented to in writing by the holders of the required percentage of this corporation's stock entitled to vote at the time of the proposal of any such occurrence . For each such occurrence, the required percentage shall be as follow :

**1. Amendment of this Article of Incorporation**

**Required percentage :    MAJORITY**

**2. Sale , lease or exchange of all this Corporation's property and assets, or of any property or assets of this Corporation essential to the business of this Corporation.**

**Required percentage :    MAJORITY**

**3. Merger or consolidation of this Corporation into or with any other corporation.**

**Required percentage :    MAJORITY**

**4. Voluntary dissolution of this Corporation .**

**Required percentage :    MAJORITY**

## **ARTICLE XIII**

### **PREEMPTIVE RIGHTS**

Every shareholder , upon the sale of cash or 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 XIV  
PERCENTAGE OF SHARES**

The name and addresses of each subscriber to the Articles of Incorporation and the number of shares which each of the agrees to take care are as follows :

Eduardo Jimenez	Enith Jimenez	Miguel A. Jaramillo
#( 300)	#(200)	# (300)
9201 SW 105 St.	9201 SW 105 St.	3033 NE 2nd Ave
Miami, Florida 33176	Miami, Florida 33176	Miami, Florida 33136

Jorge Monsalve # ( 200 )  
3033 NE 2nd Ave  
Miami , Fl 33136

**REGISTERED AGENT'S  
ACCEPTANCE OF APPOINTMENT**

In Pursuance of Chapter 48,091 , Florida Statutes , Eduardo Jimenez , hereby accepts the appointment as registered agent for the MICHE MUSIC, Inc. a FLORIDA for profit corporation.

  
\_\_\_\_\_  
EDUARDO JIMENEZ

Date

May 19, 1997

STATE OF FLORIDA }

SS:

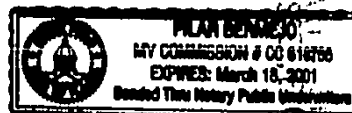
COUNTY OF DADE }

I HEREBY CERTIFY that on this day , before me , an officer dully authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Eduardo Jimenez to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he or she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this May 19 , 1997.

  
\_\_\_\_\_  
Notary Public State of Florida  
My Commission Expires

PILAR BERMEJO



97 MAY 27 PM 1:33  
SECRETARY  
ALLAHAS  
FLORIDA

FILED



**SUBSCRIBERS, INITIAL BOARD OF DIRECTORS AND INITIAL  
PRINCIPAL OFFICE**

The undersigned individuals, competent to contract, execute this Article of incorporation as subscriber and initial Directors. The undersigned individual shall hold office as Directors until their successors have qualified, following their election or appointment. The initial street address in Florida of the Principal Office of this corporation shall be:

STREET ADDRESS / PRINCIPAL OFFICE :      3033 NE 2nd Ave.  
Miami, FL 33136

**SUBSCRIBERS / DIRECTORS**

Jorge Monsalve - President	3033 NE 2nd Ave, Miami, FL 33136
Eduardo Jimenez- Vice President	9201 SW 105 St, Miami, Florida 33176.
Enith Jimenez - Secretary	9201 SW 105 St, Miami, Florida 33176
Miguel A Jaramillo- Treasurer	3033 NE 2nd Ave, Miami, FL 33136

IN WITNESS WHEREOF, the undersigned subscribers do make, subscribe, acknowledge and file this Article s for the purpose of forming a Corporation for profit under the laws of the State of Florida.

Date : May 19, 1997

Jorge Monsalve

Enith Jimenez  
Enith Jimenez

Eduardo Jimenez

Miguel A. Jaramillo  
Miguel A. Jaramillo

STATE OF FLORIDA }

SS:

COUNTY OF DADE }

I HEREBY CERTIFY that on this day, before me, an officer dully authorized in the

State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Eduardo Jimenez, Enith Jimenez , Jorge Monsalve , Miguel A Jarramillo to me known to be the persons described in and who executed the foregoing instrument as incorporators and acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this May 19, 1997.

*Pilar Bermejo*

Notary Public State of Florida

My Commission Expires :

**PILAR BERMEJO**



FILED  
97 MAY 27 PM 4:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA