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OFFICE OF
GUTTMAN & DEL VALLE

PROFESSIONAL ASSOCIATION
THE COLONNADE • SUITE 650
2333 PONCE DE LEON BLVD.
CORAL GABLES, FLORIDA 33134

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RICHARD GUTTMAN
IGNACIO G. DEL VALLE
JORGE I.G. DEL VALLE

OF COUNSEL
RAQUEL M. MATAS
(305) 444-1955

June 12, 1997

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

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-06/15/97--01017--002
****122.50 ****122.50

RE: PAZOS MUSIC, INC., a Florida corporation

Dear Sir or Madame:

Please find enclosed the following:

1. Two signed original Articles of Incorporation.
2. Check payable to the Secretary of State in the amount of \$122.50 representing \$35.00 for filing fee, \$35.00 for the registered agent designation and \$52.50 for a certified copy of Articles of Incorporation.

Please file the Articles of Incorporation and return the certified copy to me.

Thank you for your assistance in this matter.

Sincerely,

GUTTMAN & DEL VALLE, P.A.


Jorge I.G. del Valle

Enclosures

jdv\Pazos\Secretary.Ltr

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 16 PM 1:00

97 June 1997

EFFECTIVE DATE

10/12/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUN 16 PM 1:20

ARTICLES OF INCORPORATION

OF

PAZOS MUSIC, INC.

The undersigned Incorporator, for the purpose of organizing and establishing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation and does hereby agree and certify as follows:

ARTICLE I

NAME

The name of the Corporation is PAZOS MUSIC, INC., and its principal mailing address is 2333 Ponce de Leon Boulevard, Suite 650, Coral Gables, Florida 33134.

ARTICLE II

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III

PURPOSE AND PERMITTED ACTIVITY

The general purpose of this Corporation shall be the transaction of any and all lawful business or activities and this Corporation shall have all of the powers now and hereafter granted to corporations under Florida law and all other applicable law.

ARTICLE IV

AUTHORIZED SHARES

ARTICLE V

PREEMPTIVE RIGHTS

Each shareholder of the Corporation shall have the preemptive right to purchase, subscribe for or otherwise acquire, pro-rata, any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The initial registered address of the Corporation is 2333 Ponce de Leon Boulevard, Suite 650, Coral Gables, Florida 33134. The initial Registered Agent at that address is Ignacio G. del Valle.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is: G. Joseph Pazos, 35 Alcantarra Avenue, Coral Gables, Florida 33143.

ARTICLE VIII

INDEMNIFICATION

To the extent permitted by applicable law, every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the

director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this 12th day of June, 1997.

By *G. Joseph Pazos*
G. JOSEPH PAZOS

STATE OF FLORIDA)

SS:

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 12th day of June, 1997, by G. JOSEPH PAZOS who is personally known to me or who has produced his Florida driver's license as identification and who did not take an oath.

Clara Fernandez de Castro
Notary Public, State of Florida
Print Name: _____

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as Registered Agent for PAZOS MUSIC, INC.

By: *Ignacio G. Del Valle*
IGNACIO G. DEL VALLE

Pazos\Articles.Paz

FILED
SECRETARY OF STATE
97 JUN 16