

6/25/97

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

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NAME: MUSIC IN A BOX, INC.

AUDIT NUMBER.....H97000010524

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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6/26

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ARTICLE OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is MUSIC IN A BOX, INC.,
MUSIC AND GIFTS

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purpose for which the corporation is organized are:

- 1.- To engage in the business of retail specialty store.
- 2.- To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
- 3.- To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

PREPARED BY:
HAWKLAND INSURANCE AGY, INC
1608 NW 17th Avenue
Miami, FLORIDA 33126
(305) 262-4053
MICHAEL E. TURBAY

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ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall be \$5.00 per value.

ARTICLE FIVE

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten persons. Stock shall be issued and transferable only to natural persons.

ARTICLE SIX

No stockholder shall have the right to sell, assign, pledge, transfer, devise, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof.

ARTICLE SEVEN

The street address of the initial business office of the corporation is 1820 SW 83rd Avenue, Miami, Florida 33155 and the name of its initial registered agent is Miguel E. Turbay.

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ARTICLE EIGHT

The number of directors constituting the initial board of directors of the corporation is two . The name and address of each person who is to serve as a member of the initial board of directors is:

NAME	ADDRESS
CARLOS GARCIA (President)	1820 SW 83rd Avenue Miami, Fl 33155
SERGIO ALONSO (Secretary)	1820 SW 83rd Avenue Miami, Fl 33155

ARTICLE NINE

A unanimous vote of directors for effective directors action is required at all directors meetings.

ARTICLE TEN

The name and address of each incorporator is:

NAME	ADDRESS
MIGUEL E. TURRAY	1820 SW 83rd Avenue Miami, Fl 33155

Executed by the undersigned at MIAMI, FLORIDA
on June 25, 19 97

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CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

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In pursuance of Chapter 607.34 Florida Statutes, the following
submitted, in compliance with said Act:

First-That MUSIC IN A BOX, INC., MUSIC AND GIFTS
(NAME OF CORPORATION)

desiring to organize under the laws of the State of FLORIDA
(FLORIDA)

with its principal office, as indicated in the articles of
incorporation at City of MIAMI county
(CITY)

of DADE State of FLORIDA
(COUNTRY) (STATE)

has named MIGUEL E. TURDAY
(NAME OF RESIDENT AGENT)

located at 608 NW 57th Avenue: Miami, FL 33126
(STREET ADDRESS AND NUMBER OF BUILDING,
POST OFFICE BOX ADDRESS NOT ACCEPTABLE)

city of FLORIDA County of DADE
(CITY) (COUNTRY)

State of Florida, as its agent to accept service of process within
this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate. I
hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

BY Miguel E. Turday
SIGNATURE
REGISTERED AGENT
AND
INCORPORATOR

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