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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
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NAME: FRAMA MUSIC, INC.

AUDIT NUMBER.....H97000010609

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

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

Handwritten signature and date: 6/27/97

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ARTICLES OF INCORPORATION

OF

FRAMA MUSIC, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation.

Article I

NAME

The name of the corporation is FRAMA MUSIC, INC. and the principal address shall be 111 Meadowland Drive, Royal Palm Beach, Florida 33411

Article II

DURATION

The corporation shall exist perpetually. Corporate existence shall commence upon filing by the Department of the State.

Article III

NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

Article IV

CAPITAL STOCK

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of stock with one dollar (\$1.00) par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative voting. Cumulative voting shall not be permitted.

Law Offices of Carlos E. Morales  
Carlos E. Morales, Esq. Bar# 995223  
1583 NE 110th St Miami, FL 33161  
(305) 893 1810

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FLORIDA

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Article V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1583 NE 110th Street, Miami, Florida 33161, and the name of the initial registered agent of this corporation at that address is Carlos E. Morales, Esq.

Article VI

DIRECTOR

(a) Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the by-laws, but shall never be less than one.

(b) Initial Directors. The name and street address of the directors of the corporation is:

Name	Address
Rebeca Pupo, President	111 Mcadowland Drive Royal Palm Beach, Fl 33411
Francisco Jimenez, Vice-President and Treasurer	1675 NW 4th Avenue, #214 Boca Raton, Florida 33432

(c) Compensation: The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

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Article VII

BYLAWS

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the director.

Article VIII

INCORPORATORS

Rebeca Pupo  
111 Meadowland Drive  
Royal Palm Beach, FL 33411

Article IX

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporators have executed these Articles the  
12<sup>th</sup> day of MAY, 1997.

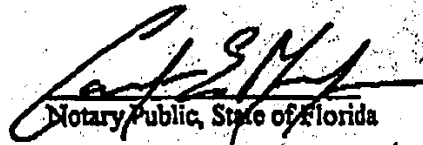
  
Rebeca Pupo, Incorporator

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State of Florida )  
                          ) SS  
County of Dade )

12<sup>th</sup> The following instrument was acknowledged and personally known before me this  
day of MAY 1997.

  
Notary Public, State of Florida

My Commission Expires:

 CARLOS E. MORALES  
COMMISSION # CC 483188  
EXPIRES SEP 04, 1998  
BONDED THRU  
ATLANTIC BONDING CO., INC.

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

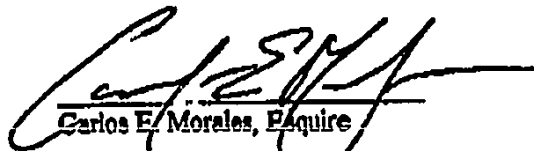
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In compliance with Section 48,901, Florida Statutes, the following is submitted.

Frama Music, Inc. organizes or qualifies under the laws of the State of Florida, with its principal place of business at City of Royal Palm Beach, State of Florida, has named Carlos E. Morales, Esquire, located at: 1583 NE 110th Street, Miami, Florida 33161 as its agent and accept service of process within Florida.

Incorporators:

  
Rebecca Papu

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.

  
Carlos E. Morales, Esquire

Date:

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