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**Hoz & Co., Inc.** Tax And Accounting Consultants

Leopoldo de la Hoz  
3785 NW 82ND AVENUE STE 102  
Miami, Florida 33166

September 11, 1997

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

RE. JAZ PRODUCTIONS, INC.

Enclosed find three copies of the Articles of Incorporation for the above captioned corporation. Also enclosed is a check in the amount of \$122.50, representing \$35 filing fee; \$35 resident agent fee (Resident Agent Certificate Enclosed), and \$52.50 for the certified copy of the Articles of Incorporation to be returned to the above address for our records.

Very truly yours,

Leopoldo de la Hoz.

Leo GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT art  
DATE 9/16/97

DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
97 SEP 15 PM 2:30

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97 SEP 15 PM 2:30  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
JAZ PRODUCTIONS, INC.

the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is:

JAZ PRODUCTIONS, INC.

ARTICLE II - NATURE OF BUSINESS

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

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares of Common Stock with par value of \$1.00 per share.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the incorporators or by the Directors at a meeting called for such purpose.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than Five Hundred Dollars.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - INITIAL STREET ADDRESS

The initial street address of the principle office of this corporation in the State of Florida is:

13735 SW 83 CT MIAMI, FLORIDA 33158

The Board of Directors may, from time to time, move the principle office to any other address in Florida.

ARTICLE VII - DIRECTORS

This corporation shall have one Director/s. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the by-laws. Directors need not be stockholders.

In order to induce officers or directors of the corporation to serve or continue to serve as such, the corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability; provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniary or otherwise interested in or are directors or officers of such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniary or otherwise

interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorized any such contract or transaction, and may vote there at to authorized any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VIII - INITIAL DIRECTORS

The names and addresses of the members of the first Board of Directors:

<u>NAME</u>	<u>ADDRESS</u>
JOAQUIN A. ZUMBADO	13735 SW 83 CT MIAMI, FLORIDA 33158

ARTICLE IX - SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
JOAQUIN A. ZUMBADO	13735 SW 83 CT MIAMI, FLORIDA 33158

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the stockholders.

ARTICLE XI - CALLING OF SPECIAL MEETINGS

Special Meetings of Stockholders may be called by a majority of the stockholders.

ARTICLE XII - STOCKHOLDER QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the stockholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the stockholders.

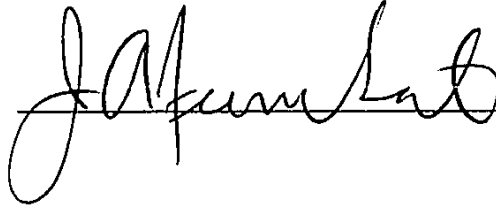
ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' Meeting by the majority of the stock entitled to vote thereon.

ARTICLE XIV - DATE OF COMMENCEMENT OF CORPORATE EXISTENCE

The date of commencement of Corporate existence of this corporation shall be upon filing hereof in the office of the Secretary of State.

IN WITNESS WHEREOF, the Subscriber(s) of the Article of Incorporation has hereunto set his hand(s) and seal(s) this 11 day of Sept., 1997.



STATE OF FLORIDA )  
                               ) Ss:  
COUNTY OF DADE    )

I HEREBY CERTIFY THAT on this day before me, a Notary Public, duly authorized in the State and County named above to take

acknowledgments, personally \_\_\_\_\_  
to me know to be the person(s) described as Subscriber(s) in and  
who executed the foregoing Article of Incorporation, and he  
acknowledged before me that he subscribed to these Articles of  
Incorporation.

WITNESS my hand and official seal in the County and  
State  
named above this 11 day of Sept., 1977.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA

Name: \_\_\_\_\_

Commission #: \_\_\_\_\_

My Commission Expires:



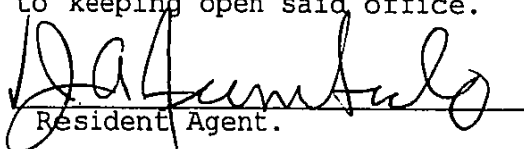
LEOPOLDO DE LA HOZ  
MY COMMISSION # CC373579 EXPIRES  
May 18, 1998  
BONDED THRU TROY FAH INSURANCE, INC.

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--that JAZ PRODUCTIONS, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Miami, County of Dade, State of Florida has named JOAQUIN A. ZUMBADO located at 13735 SW 83 COURT City of MIAMI, County of DADE State of Florida 33158, as its agent to accept service of process within this state.

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:   
Resident Agent.

FILED  
97 SEP 15 PM 2:30  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA