



Omni Business Services, Inc.

2427 BISCAYNE BLVD.
MIAMI, FLORIDA 33137
Ph.: (305) 576-7755 • Fax: (305) 576-9107

P98000011912

June 25, 1997

Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Fl

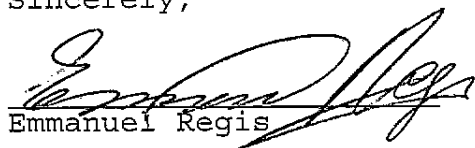
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Gentlemen:

Enclosed you will find the Articles of Incorporation of
D. ZINE BAND, INC along with a check in the amount of
\$122.50. Please register it for me.

Your prompt attention regarding this matter will
be greatly valued.

Sincerely,


Emmanuel Regis

FILED
98 FEB -5 AM 7:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Q1 2-6-98

ARTICLES OF INCORPORATION
OF
D. ZINE BAND, INC

The undersigned Incorporator hereby make, subscribe, acknowledge and file with the Department of State these Articles of Incorporation for the purpose of forming a Corporation for profit in accordance with the Laws of the State of Florida.

ARTICLE I-NAME:

The name of this Corporation shall be:

D. ZINE BAND, INC

ARTICLE II- GENERAL NATURE OF BUSINESS:

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

ARTICLE III-CAPITAL STOCK:

The maximum number of shares which the Corporation shall have authority to issue is the total sum of:

SHARES:
100,000

PAR VALUE:
\$1.00

which shall be designated "Common Shares". Each of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said Capital Stock may be paid for in cash, in property (other than stock or securities) or in labor or services at a fair valuation to be fixed by the incorporator or by the Board of Directors at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be non-assessable.

ARTICLE IV-TERM OF CORPORATE EXISTENCE:

The corporation shall have perpetual existence.

FILED
98 FEB -5 AM 7:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V-INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT:

The following shall be the street address of the initial registered office of this corporation and the name of its initial registered agent at such address.

ADDRESS OF OFFICE:

207 N.E. 82nd STREET
MIAMI, FLORIDA 33138

AGENT AT SUCH ADDRESS:

FRANCIS THELISMOND

IT IS ALSO THE MAILING ADDRESS OF THIS CORPORATION.

ARTICLE VI-DIRECTORS:

There shall be a Board of Directors for this Corporation which shall consist of not less than one (1) and not more than five (5) the number of the same to be fixed by the Corporate By-Laws. Each of said directors shall be of full age and at least one of them shall be a citizen of the United States. Any director may removed, without cause at any annual or special meeting of the stockholders where a quorum is present in person or by proxy, by the affirmative vote of a majority of the outstanding stock of the Corporation entitled to vote at said meeting.

ARTICLE VII-INITIAL BOARD OF DIRECTORS IS/ARE:
DIRECTORS:

ADDRESS:

ARLY LARIVIERE	207 N.E. 82nd STREET
" "	MIAMI, FLORIDA 33138
WILSON JEAN	207 N.E. 82nd STREET
" "	MIAMI, FLORIDA 33138
GASMANN PIERRE	207 N.E. 82nd STREET
" "	MIAMI, FLORIDA 33138
FRANCIS THELISMOND	207 N.E. 82nd STREET
" "	MIAMI, FLORIDA 33138
JUDE DESIR	207 N.E. 82nd STREET
" "	MIAMI, FLORIDA 33138

Thw members of the first Board of Directors, unless otherwise provided by the By-laws, shall hold office for the first year of the existence or until their successors are selected or appointed and qualified.

ARTICLE VIII-SUBSCRIBERS:

<u>NAME</u>	<u>ADDRESS:</u>	<u>NUMBER OF SHARES:</u>
ARLY LARIVIERE	207 N.E. 82nd STREET	
" "	MIAMI, FL 33138	1000
WILSON JEAN	207 N.E. 82nd STREET	
" "	MIAMI, FL 33138	1000
GASMANN PIERRE	207 N.E. 82nd STREET	
" "	MIAMI, FLORIDA 33138	1000
JUDE DESIR	207 N.E. 82nd STREET	
" "	MIAMI, FLORIDA 33138	1000
FELDER ANTOINE	207 N.E. 82nd STREET	
" "	MIAMI, FLORIDA 33138	1000
MARCELLUS VICTOR	207 N.E. 82nd STREET	
" "	MIAMI, FLORIDA 33138	1000
FRANCIS THELISMOND	207 N.E. 82nd STREET	
" "	MIAMI, FLORIDA 33138	1000
DELY D. FRANCOIS	207 N.E. 82nd STREET	
" "	MIAMI, FL 33138	1000
WESNER CHARLES	207 N.E. 82nd STREET	
" "	MIAMI, FLORIDA 33138	1000
LUCIEN BENJAMIN	207 N.E. 82nd STREET	
" "	MIAMI, FLORIDA 33138	1000

ARTICLE IX-OFFICERS:

The officers of this Corporation shall be a President who shall be a Director, a Secretary and a Treasurer and such officers, agents and factors as may deemed necessary. All officers, agents and factors shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices, except that the President shall not be also made the necessary or Assistant Secretary of this Corporation shall be as follows:

OFFICERS:

ADDRESS:

ARLY LARIVIERE	PRESIDENT	207 N.E. 82nd STREET
" "		MIAMI, FLORIDA 33138
WILSON JEAN	TREASURER	207 N.E. 82nd STREET
" "		MIAMI, FLORIDA 33138
GASMAN PIERRE	SECRETARY	207 N.E. 82nd STREET
" "		MIAMI, FLORIDA 33138

ARTICLE X-AMENDMENT:

The Corporation reserves the right to amend, alter change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida and all rights conferred upon stockholders herein after are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 20th day of OCT 19 97.

Signature of Incorporators:

✓ ARLY Larivière
ARLY LARIVIERE / PRESIDENT

✓ Wilson Jean
WILSON JEAN / TREASURER

GASMAN PIERRE / SECRETARY

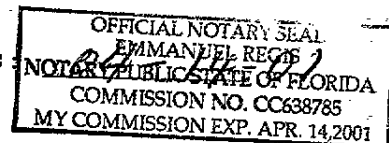
STATE OF FLORIDA

COUNTY OF DADE

THE FOREGOING instrument was acknowledge and sworn to before me this 20th day of OCT 19 97 by

Emmanuel Regis
Notary Public

My Commission Expires:



CERTIFICATE DESIGNATED

REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the prevention of section 607.325, Florida Statutes, the undersigned Corporation, organized under the Laws of the States of FLorida, submits the following statement in designating the registered agent in the State of Florida.

1 - The name of the Corporation is:

D. ZINE BAND, INC

2 - The name and address of the registered agent and office:

FRANCIS THELISMOND
207 N.E. 82nd Street
Miami, FL 33138

IT IS ALSO THE MAILING ADDRESS FOR THE CORPORATION

Signature: [Signature]
Corporate Officer

Date: 10-20-97

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 provision of all statutes relative to the proper and complete performance of my duties, and I accept the duties, and I accept the duties and obligation of section 607.325 Florida Statutes.

Signature: [Signature]
Registered Agent

Date: 10-20-97

I hereby certify that on this day before me, a notary public duly authorized in the State and County named above to take acknowledgements personally appeared:

Name: _____ to me known to be the persons described as registered agent.

State of: FLORIDA

County: DADE

The foregoing instrument was acknowledged and sworn to before me this 20th day of OCTOBER 19 97.

Notary Signature [Signature]

My Commission Expires:

OFFICIAL NOTARY SEAL
EMMANUEL REGIS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC638785
MY COMMISSION EXP. APR. 14, 2001