

3/30/98

FLORIDA DIVISION OF CORPORATIONS  
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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: VIRGO MUSIC, INC.

AUDIT NUMBER.....H98000006080

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

CERT. OF STATUS..0

PAGES.....4

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**ARTICLES OF INCORPORATION**

**OF**

**Virgo Music, Inc.**

**ARTICLE I. CORPORATE NAME.**

The name of this corporation is: *Virgo Music, INC.*

Corporate Address: **3348 Torremolinos Avenue, Miami, FL 33178**

**ARTICLE II. NATURE OF BUSINESS.**

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

**ARTICLE III. DURATION.**

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is:

**March 30 1998.**

**ARTICLE IV. CAPITAL STOCK.**

This corporation is authorized to issue shares of stock as follows:

**A. Designation:** The stock of this corporation shall be known as Common Stock.

**B. Authorized:** The maximum number of shares of Common Stock that this corporation may issue is: 100.

**C. Par Value:** Each share of Common Stock shall have NO par value.

**D. Consideration:** Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any other combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.

**E. Non-assessability:** Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

**F. Voting Rights:** Each share of Common Stock shall entitle the record holder thereof, to one vote upon each proposal presented at meetings of the stockholders of the corporation.

**G. Dividends:** Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

**H. Liquidation Rights:** Holders of Common Stock are entitled, in the event of liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

**Prepared By:**

**Costa & Associates, P.A.**

**Helen C. Costa, Esq.**

**FL Bar No.: 33863**

**7330 W. 20<sup>th</sup> Avenue**

**Miami Lakes, FL 33016-1835**

**(305)827-0100**

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TALLAHASSEE, FLORIDA

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**ARTICLE V. INITIAL REGISTERED AGENT AND OFFICE.**

The street address of the Initial Registered Office of this corporation is:  
**3348 Torremolinos Avenue, Miami, FL 33178** and the name of the Initial Registered Agent of  
this corporation at that address is Eduardo Osorio.

**ARTICLE VI. DIRECTORS.**

This corporation shall have initially 1 (one) Director. The number of Directors may either  
increase or decrease, from time to time by the bylaws but shall never be less than one. The  
name and address of the Director of this corporation is:

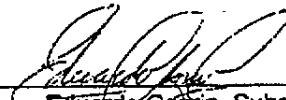
Eduardo Osorio, - Director - 3348 Torremolinos Avenue Miami, FL 33178

**ARTICLE VII. INITIAL SUBSCRIBER**

The name and address of the Initial Subscriber of these Articles of Incorporation is:

Eduardo Osorio, located at 3348 Torremolinos Avenue Miami, FL 33178.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of  
Incorporation this 24<sup>th</sup> day of March, 1998.



Eduardo Osorio, Subscriber

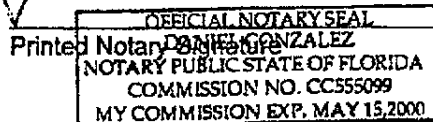
STATE OF FLORIDA )  
                          )SS:  
COUNTY OF DADE )

I hereby Certify that on this day, before me, an officer duly authorized to administer oaths  
and takes acknowledgments, personally appeared Eduardo Osorio known to me to be the  
person described in an who executed the foregoing instrument, who acknowledged before me  
that he executed the same, that I relied upon the following form of identification of the above-  
named person: D.L.# Personally Known, and that an oath (was) (was not) taken.

Witness my hand and seal in the County and State last aforesaid this 24<sup>th</sup> day of March,  
1998.



NOTARY SIGNATURE



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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First - That VIRGO MUSIC, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in these Articles of Incorporation has named Eduardo Osorio located at 3348 Torremolinos Avenue Miami, FL 33178, County of Dade State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: \_\_\_\_\_

Eduardo Osorio, Registered Agent

STATE OF FLORIDA )  
                                  )SS:  
COUNTY OF DADE )

I hereby Certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Eduardo Osorio known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: D.L.# Personally known, and that an oath (was) (was not) taken.

Witness my hand and seal in the County and State last aforesaid this 24<sup>th</sup> day of March, 1998.

NOTARY SIGNATURE

OFFICIAL NOTARY SEAL  
DANIEL GONZALEZ  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC555089  
MY COMMISSION EXP. MAY 15, 2003

Printed Notary Signature

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