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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: EL RINCONCITO MUSICAL, INC.

AUDIT NUMBER.....H98000006189

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

CERT. OF STATUS..1

PAGES..... 3

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

TRANSLATION For Corp: The Musical Corner, Inc.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 1, 1998

FAS-T CORP. AGENTS, INC.

SUBJECT: EL RINCONCITO MUSICAL, INC.
REF: W98000007158

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent and street address must be consistent wherever it appears in your document.

PLEASE COMPARE ARTICLE V WITH THE REGISTERED AGENT'S CERTIFICATE.

Please provide an English translation for the entity's name in your cover letter.

If you have any further questions concerning your document, please call (850) 487-6926.

Tracy Augsburger
Document Specialist

FAX Aud. #: H98000006189
Letter Number: 898A00017270

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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

of
EL RINCONCITO MUSICAL, INC.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I- CORPORATE NAME

The name of the corporation is:

EL RINCONCITO MUSICAL, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares(500) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME FERNANDO JARAMILLO
ADDRESS 2650 SOUTH MILITARY TRAIL
CITY WEST PALM BEACH FLORIDA ZIP 33415

The principal office, if known, or the mailing address of the corporation is:

NAME EL RINCONCITO MUSICAL, INC.
ADDRESS 2650 SOUTH MILITARY TRAIL STE. 11
CITY WEST PALM BEACH FLORIDA ZIP 33415

PREPARED BY: WUQUEL ACCOUNTING SERVICE
1695 Florida Mango Rd. Suite 3
West Palm Beach, FL 33406
(561) 965-0998

H98000006189

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follow:

NAME FERNANDO JARAMILLO
 ADDRESS 5035 WOODSTONE CIRCLE NO.
 CITY LAKE WORTH STATE FLORIDA ZIP 33463

NAME _____
 ADDRESS _____
 CITY _____ STATE FLORIDA ZIP _____

NAME _____
 ADDRESS _____
 CITY _____ STATE FLORIDA ZIP 334

NAME _____
 ADDRESS _____
 CITY _____ STATE FLORIDA ZIP 334

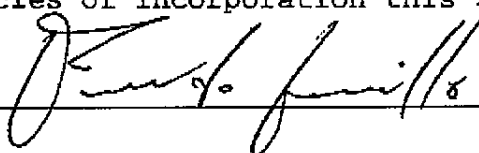
ARTICLE VII - INCORPORATORS

The names and addresses of the incorporates signing these Articles of Incorporation are as follows:

NAME FERNANDO JARAMILLO
 ADDRESS 5035 WOODSTONE CIRCLE NO.
 CITY LAKE WORTH STATE FLORIDA ZIP 33463

NAME _____
 ADDRESS _____
 CITY _____ STATE FLORIDA ZIP 334

IN WITNESS WHEREOF, the undersigned and subscriber(s) have executed these Articles of Incorporation this 22ND DAY OF NOVEMBER of 1997.

 (Seal)

 (Seal)

 (Seal)

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

EL RINCONCITO MUSICAL, INC.
(Name of Corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at EL RINCONCITO MUSICAL, INC.
2650 SOUTH MILITARY TRAIL
WEST PALM BEACH, FLORIDA ZIP CODE 33415

has named FERNANDO JARAMILLO

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

(X) 
(REGISTERED AGENT)

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MIQUEL ACCOUNTING SERVICE
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West Palm Beach, FL 33406

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