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Charter Number Only

3/31/98

GEORGE M. TAVARES

Requestor's Name

407 LINCOLN RD. #704

Address

MIAMI BEACH FL 33139

City

State

ZIP

Phone

532-6100H

VALIDATION ONLY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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***122.50 ***122.50

CORPORATION(S) NAME

CLASE R & R USA, INC.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input type="checkbox"/> Mail
<input type="checkbox"/> Pick Up		

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

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DIVISION OF CERTIFICATION



Empire Toll Free: 1-800-432-3028

LAW OFFICES
GEORGE M. TAVARES, JR.

407 LINCOLN ROAD, SUITE 708
MIAMI BEACH, FLORIDA 33139-3008

TELEPHONE (305) 538-1686
TELECOPIER (305) 532-6101

March 23, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

RE: Incorporation of: **CLASE A&R USA, INC.**

Gentlemen:

Enclosed please find the following documents for filing for the above corporation:

1. Original and two copies of Articles of Incorporation;
2. Original and two copies of certificate designating Resident Agent and Acceptance of Agent;
3. My check, No. 1619, in the amount of \$122.50 as payment for the following:

Filing Fee	\$ 35.00
Certificate of Designating Resident Agent	35.00
Certified Copy of Charter	<u>52.50</u>
	\$ 122.50

Enclosed for your convenience is a self-addressed, prepaid express mail envelope to send me a certified copy of the Articles of Incorporation, and the Certificate of Designating Resident Agent.

Thank you in advance for your prompt attention to this matter.

Very truly yours,


GEORGE M. TAVARES, JR.

GMT/mmi

80323[L]AofI[CAR USA,INC]

ARTICLES OF INCORPORATION
OF
CLASE A&R USA, INC.

ARTICLE I
[CORPORATE NAME]

The name of this corporation is CLASE A&R USA, INC.

ARTICLE II
[TERM OF EXISTENCE]

This corporation shall have perpetual existence.

ARTICLE III
[NATURE OF BUSINESS & POWERS]

The general nature of the business to be transacted by this Corporation is to engage in any and all business, entertainment or otherwise, permitted under the laws of the State of Florida.

To organize, rehearse, coach, employ, represent, manage and develop artistic performing abilities of individuals who are performers, and to produce same for public and private performance in any foreign state or country of the world, in any entertainment medium whatsoever.

To engage in the business or the manufacture, leasing, sale, production, recording and distribution of mechanical devices of any kind whatsoever, now known or to become known, of every name, nature and description, which devices reproduce the sight and sound. To acquire and operate phonograph recordings and electrical transcription facilities; and to exchange or otherwise dispose of any and all kinds of records, electrical transmission or other devices by which sight and sound may be reproduced in any manner whatsoever.

To carry on, in all departments, the business of producing master recordings, theatrical, motion picture, television, radio and other entertainment including lectures, pantomime, ballets, pageants, devices, features and ideas of all kind. To acquire copyrights, licenses, or other rights to or in music, plays, films. To equip, maintain, and operate studio, photographic and other equipment for the making and production of master recordings, motion pictures and/or television broadcasts. To erect, purchase, sell, acquire and dispose of, and to maintain, manage and operate theaters, halls, radio stations, television stations, places of entertainment, or amusement enterprises of all kinds; to conduct, carry on, manage and operate entertainment or amusement enterprises of every kind now known or to become known. This corporation shall have the powers as enumerated in Section 607.011 of the Florida Statutes, as they presently exist, together with any and all amendments to said Section

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TALLAHASSEE, FLORIDA

ARTICLE IV

[PLACE OF BUSINESS]

The principal place of business for this corporation is:

1731 SW 138th Court
Miami, Florida 33175

ARTICLE V

[CORPORATE ADDRESS]

The mailing address of this corporation is:

1731 SW 138th Court
Miami, Florida 33175

ARTICLE VI

[CAPITAL STOCK]

This corporation is authorized to issue one thousand (1,000) shares of common stock with par value of one dollar (\$1.00) each which shall be designated as "Common Shares".

ARTICLE VII

[PRO-RATA STOCK PARTICIPATION]

Every shareholder, upon the sale for cash or a new stock of this corporation, shall have the same kind, class or series as that which he already holds, and shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII

[REGISTERED AGENT & OFFICE]

The street address of the initial registered office of this corporation and the name of the initial registered office of this corporation and the name of the initial registered agent of this corporation at that address is:

Street Address of Initial Registered Office:	407 Lincoln Road, Suite 708 Miami, Florida 33175
Name of Initial Registered Office:	CLASE A&R USA, INC.
Name of Initial Registered Agent:	GEORGE M. TAVARES, JR. ESQ.

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE IX
[INITIAL DIRECTOR]

The name and address of the initial directors of this corporation are as follows:

JORGE RAMIREZ Diagonal 150 No. 32-40, Santafe de Bogota, D.C., Colombia
SADY RAMIREZ Diagonal 150 No. 32-40, Santafe de Bogota, D.C., Colombia
RITA M. BENITEZ 1731 SW 138th Court, Miami, FL 33175

ARTICLE X
[BOARD OF DIRECTORS]

The corporation shall have three (3) directors initially. The persons named as initial directors shall hold office for the first year of existence of this Corporation or until his or her successor is elected or appointed and has qualified, whichever occurs first. The number of directors may be increased from time to time in accordance with the Bylaws of the corporation adopted by the stockholders, but there shall always be at least one (1) director. To the extent permitted by law, the corporation shall indemnify and hold harmless each person who shall serve as a director or officer of the corporation, and each person who serves at the request of the 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 being a director or officer. The corporation shall reimburse such persons for all costs, legal and other expenses reasonably incurred by him in connection with any claims or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

ARTICLE XI
[INITIAL INCORPORATOR]

The name and address of the person, as Incorporator, signing these Articles is as follows:

GEORGE M. TAVARES, JR.
407 Lincoln Road, Suite 708
Miami, Florida 33139

ARTICLE XII
[RESALE OF STOCK]

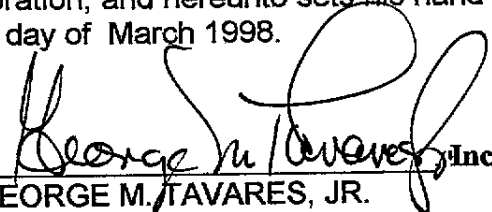
Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE XIII
[AMENDMENT OF ARTICLES]

These Articles of Incorporation may be amended by the manner provided by law. Every amendment shall be approved by the directors, properly proposed by them to the stockholders of the corporation, and approved by said stockholders at a meeting of the majority of said stockholders then entitled to vote thereon, unless all of the Board of Directors and all of the stockholders of the corporation sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned Incorporator, for the purpose of forming a corporation to do business within the State of Florida, hereby declares and certifies that the facts herein stated are true and does hereby make and file these Articles of Incorporation, and hereunto sets his hand and seal at Miami, Dade County, Florida, this 23th day of March 1998.

Signed: _____

 **Incorporator**
GEORGE M. TAVARES, JR.

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME personally appeared **GEORGE M. TAVARES, JR.**

with knowledge that he is the Incorporator named in the
foregoing Articles of Incorporation and he acknowledged,
before me, that he executed the foregoing Articles of
Incorporation.

SWORN TO AND SUBSCRIBED before me this **23rd** day of **March**, 1998.

Seal:



Print Name: Stacy Eldredge

Sign Name: [Signature]

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires: 2/26/2000

C E R T I F I C A T E

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

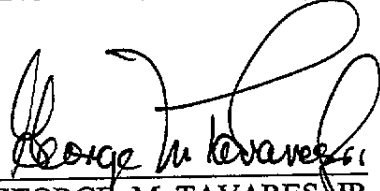
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST - THAT CLASE A&R USA, INC. DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS IN THE CITY OF MIAMI BEACH, COUNTY OF DADE AND
STATE OF FLORIDA, HAS NAMED **GEORGE M. TAVARES, JR., ESQ.**, WITH
OFFICES LOCATED AT 407 LINCOLN ROAD, SUITE 708, CITY OF MIAMI BEACH,
COUNTY OF DADE, STATE OF FLORIDA, 33139, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.

SECOND - 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.

DATED: MIAMI BEACH, FLORIDA
23 MARCH 1998

By:


GEORGE M. TAVARES, JR.

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this, 23rd day of March
1998, by George M. Tavares, Jr., who is personally known to me or who has produced, as
identification, his driver's license issued by the State of Florida and who did take an oath.

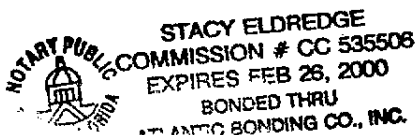
Seal:

Sign Name:


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

Print Name:

Stacy Eldredge



My commission expires:

2/26/2000