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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 APR 30 PM 3:33

Law Offices of Claro N. Martinez

15327 Northwest 60th Avenue

Suite 235

Miami Lakes, Florida 33014

Telephone (305) 512-8010

Facsimile (305) 512-0970

Department of state
Division of Corporation

RE: New corporate entity

Please submit these two corporation in the Sate Florida at your earliest convenience. Please mail back the documentation in the enclosed envelope to 15327 N.W. 60 th avenue, Suite 235, Miami lakes, Florida 33026.

Sincerely,
Claro n. Martinez/s/

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D. BROWN MAY - 4 1998

FROM: MIAMI

TO:

MAR 18, 1998 12:33PM #552 P.02

Articles of Incorporation

For

Gozando Music, Inc.

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Pursuant to the provisions of Chapter 607 of the Florida Statutes, the undersigned incorporators hereby adopt the following Articles of Incorporation for the purpose of forming a corporation for profit:

PREAMBLE

The purpose of this corporation is to conduct any and all legal business within the United States and the State of Florida.

ARTICLE I - NAME

The name of this corporation is Gozando Music, Inc., hereinafter referred to as the "Corporation."

ARTICLE II - RESIDENT AGENT

The street address of the initial registered agent is: Claro N. Martinez, 15327 N.W. 60th Avenue, Suite 235, Miami Lakes, Florida 33014. The corporation may from time to time conduct business in other places as determined by the Board of Directors.

ARTICLE III - EXISTENCE

This corporation shall commence on the date these

articles are approved by the Secretary of State of Florida and shall have perpetual existence until it is dissolved or liquidated.

ARTICLE IV - INCORPORATOR

The names and address of the initial incorporator of this Corporation is: Dagoberto Fernandez, Jr.
5050 Collins Avenue, Suite 322, Miami Beach,
Florida 33140

ARTICLES VI - VOTING RIGHTS

The voting rights of each category of stocks can be of different value as determined by the Board at the stocks' creation.

ARTICLE VII - BOARD OF DIRECTORS

A. The affairs of Gozando Music, Inc., shall be managed and governed by a Board of not less than (1) nor more than seven (7) directors shall constitute a quorum for any business transaction.

B. The initial business and mailing address and name and address of the initial Board of Directors are as follows:

Eduardo Fernandez-- President 40% V.P./Treasurer

Dagoberto Fernandez Jr. -- 35% President

Dagoberto Fernandez Sr.-- 20% Secretary

Melanio Carmona--- 5% V.P.

C. The corporation's initial address shall be

⁵⁰⁶⁵
~~5050~~ Collins Avenue, Suite 322, Miami Beach,

Florida 33140

ARTICLE VIII - OFFICERS

Subject to the discretion of the Board of Directors, the affairs of the Corporation shall be administered by its officers, as designated herein, who shall serve at the pleasure of the Board of Directors. Officers can be elected or appointed as determined by the Board, and may also be terminated by the Board. All other regulations concerning officers shall be determined by the Bylaws of the Corporation. Any individual can hold one or more positions as necessity dictates. The names and addresses of the initial officers are:

Eduardo Fernandez--- V.P./Treasurer 40%
Dagoberto Fernandez Jr. --- President 35%
Dagoberto Fernandez Sr.---- Secretary 20%
Melanio Carmona-----V.P. 5%

ARTICLES IX - CAPITAL STRUCTURE

A. The Board of Directors can create any type of Capital Structure necessary for the operation of the Corporation. There can be different stocks of Par Value and Non-Par Value.

B. The initial Capital Structure of Common Stock "A", is 1000 Shares at a value of \$1.00 per share.

ARTICLE X - STOCK RESTRICTIONS

A. The shares shall be restriction to a first offer and a first refusal in the following form:

FROM: MIAMI

TO:

MAR 18, 1998 12:34PM #552 P.05

- 1) The Shares for sale must be offered and refused by the corporate entity as described above and

- 2) Must be offered and refused by the Current share holders in proportion to the amount of shares they currently hold.

IN WITNESS WHEREOF, for the purpose forming this Corporation under the laws of the State of Florida, we the undersigned, constituting the incorporators of this Corporation, have executed these Articles of Incorporation on the date hereinafter set forth.

~~Dagoberto Fernandez, Jr.~~

DATED, this 30th day of March, 1998.

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

The foregoing Articles of Incorporation were acknowledged before me this 30th day of MARCH, 1998, by Dagoberto Fernandez, Jr., as the Incorporator.

Claro & Vivian Martinez

13th DISTRICT PUBLIC DEFENDER
YVES M. MARTINEZ
My Commission # 26441210
Expires Feb. 23, 1999
Funded by HAI
800 422-1555

99
NOTARY PUBLIC, STATE OF FLORIDA

FROM: MIAMI

TO:

MAR 18, 1998 12:34PM

552 P.06

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My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as
Registered Agent of Gozando Music, Inc., which is contained in the
foregoing Articles of Incorporation.

DATED, This 20th day of MARCH, 1998.



Claro N. Martinez

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