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6/12/98

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001  
FROM: ACE INDUSTRIES, INC. ACCT#: 070744001530  
CONTACT: PAM FRIEDMAN  
PHONE: (305)358-2571 FAX #: (305)358-7832

NAME: MBR MIAMI BEACH RECORDS INC.  
AUDIT NUMBER.....H98000010989  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 12, 1998

ACE INDUSTRIES, INC.

SUBJECT: MBR MIAMI BEACH RECORDS INC.  
REF: W98000013553

ATTN: NEYSA

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.

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Neysa Culligan  
Document Specialist

FAX Aud. #: E98000010989  
Letter Number: 398A00032974

Neysa, I tried my best to  
lighten the print on the copier.  
These are the customer's articles.  
I hope these are legible.  
Thanks, ERIC

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION  
OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MBR MIAMI BEACH RECORDS INC.

ARTICLE I

The name of this corporation is: **MBR MIAMI BEACH RECORDS INC.**

ARTICLE II

This corporation is organized for the purpose of transacting any or all lawful business and to have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized under the laws under which the corporation is organized, and any and all acts amendatory thereof and supplemental thereto.

To take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, improve, develop, divide, and otherwise handle, deal in, and dispose of real estate, real property, and any interest or right therein.

This corporation shall be manufacturers, distributors, and exporters of all types of music records.

ARTICLE III

This corporation is authorized to issue 500 shares of \$ 100.00 Par value common stock. No other class of stock is authorized.

Prepared by:  
ace! Industries, Inc.  
54 Northwest 11th St.  
Miami, FL 33136  
(305) 358-2571

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305 358 2571

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ARTICLE IV

The street address of the initial principal office of this corporation is: 350 Lincoln Building Suites 412 and 414, Miami Beach, Florida 33139-3148.

The name of the initial registered agent of this corporation at the above address is: Juan De Dios Torres.

The street of the initial registered agent of this corporation is: 17911 N.W. 66th Court Circle, Miami Lakes, Florida 33015.

ARTICLE V

This corporation shall have four Directors initially. The number of Directors may be either increased or diminished from time to time by the laws, but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

| <u>NAME</u>            | <u>ADDRESS</u>                                      |
|------------------------|---|
| 1- Juan De Dios Torres | 17911 N.W. 66th Court Circle, Miami Lakes, FL 33015 |
| 2- Cathy Longo         | 1571 Euclid Avenue Apt. #6, Miami Beach, FL 33139   |
| 3- Hector Mesa         | 17911 N.W. 66th Court Circle, Miami Lakes, FL 33015 |
| 4- Mauricio Montano    | 219 N.W. 109th Avenue Apt. #8, Miami, FL 33172      |

ARTICLE VI

The name and address of the person signing these Articles is:

Juan De Dios Torres      17911 N.W. 66th Court Circle, Miami Lakes, FL 33015

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ARTICLE VII

The name(s) and address(es) of the initial Officer(s) of this corporation (are) (is) :

|                     |   |
|---------------------|---|
| Juan De Dios Torres | 17911 N.W. 86th Court Circle, Miami Lakes, FL 33015 |
| Cathy Longo         | 1571 Euclid Avenue Apt. #6, Miami Beach, FL 33139   |
| Hector Mesa         | 17911 N.W. 86th Court Circle, Miami Lakes, FL 33015 |
| Mauricio Montano    | 219 N.W. 109th Avenue Apt. #6, Miami, FL 33172      |

ARTICLE VIII

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act. The Board of Director(s) and the Shareholders shall have the power to adopt, alter, amend or repeal the by-laws of this corporation.

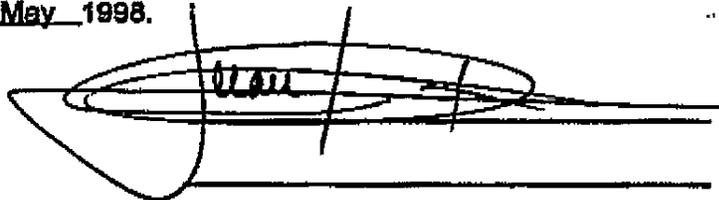
ARTICLE IX

The corporation shall indemnify any and all Officer(s) or Director(s), or any former Officer or Director, to the full extent permitted by law for all acts done on behalf of the corporation.

ARTICLE X

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 1st day of May, 1998.



\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, That MBR Miami Beach Records Inc.

desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami Beach, County of Miami-Dade, State of Florida, has named Juan De Dios Torres located at 17911 N.W. 66th Court Circle, City of Miami Lakes, County of Miami-Dade, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: JUAN  
Resident Agent  
98 JUN 12 AM 11:33  
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TALLAHASSEE, FLORIDA

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STATE OF FLORIDA )  
 ) ss  
COUNTY OF MIAMI-DADE )

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared

Juan De Dios Torres

known to me and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that (s)he executed these Article of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 1st day of May 1998.



Notary Public,  
State of Florida at Large

My commission expires:

OFFICIAL NOTARY SEAL  
LOUIS R. OLMO  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC737910  
MY COMMISSION EXPI. MAY 19, 2002

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TALLAHASSEE, FLORIDA

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