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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: GROOVETIME PRODUCTIONS, INC.

AUDIT NUMBER.....H98000011655

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

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GROOVETIME PRODUCTIONS, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I -- NAME

The name of the corporation shall be:

GROOVETIME PRODUCTIONS, INC.

The principal place of business of this corporation shall be:

13903 SW 103 Lane
Miami, FL 33186-6883

ARTICLE II -- NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III -- CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is 10,000 shares at \$1 par value.

PREPARED BY: MASSES-VALERA, P.A.
1401 Ponce de Leon Blvs., #302
Coral Gables, Fl. 33134
(305) 444-0823

ARTICLE IV -- TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V -- OFFICERS/DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

President: Cesar R. Nunez
13903 SW 103 Lane
Miami, FL 33186-6883

Vice-President: Armando Sera
13903 SW 103 Lane
Miami, FL 33186-6883

ARTICLE VI -- INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of corporation is (are):

Armando Sera
13903 SW 103 Lane
Miami, FL 33186-6883

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 19th day of June, 1998.

Signature(s) of Incorporator(s)



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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.

1. The name of the corporation:

GROOVETIME PRODUCTIONS, INC.

2. The name and address of the registered agent office is:

Armando Sera
13903 SW 103 Lane
Miami, FL 33186-6883

SIGNATURE

TITLE VICE-PRESIDENT

DATE 6-20-98

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

DATE 6-20-98

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