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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. WISE GUY MUSIC GROUP INC.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

- Walk in Pick up time 2.00 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

DIVISION OF CORPORATION
 98 JUL 10 MID:47
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

98 JUL 10 PM 3:00
 FILED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF INCORPORATION

FILED
98 JUL 10 PM 3:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

ARTICLE I NAME

The name of the corporation shall be:

Wise Bay Music Group Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

13370 S.W. 131st Suite 112
Miami FL 33186

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

OSMAR VAZQUEZ
10340 S.W. 165th
Miami FL 33186

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Osmar Vazquez.
10340 S.W. 131st.
Miami, Fl. 33186

ARTICLE VI DIRECTOR(S)

The name(s) and street address(es) of the director(s) to these Articles of Incorporation is(are):

PRESIDENT: Osmar Vazquez.
10340 S.W. 131st. Miami, Fl. 33186
VICE-PRESIDENT: CARLOS MILLAN.
15312 S.W. 153rd Miami, Fl. 33185

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 9 day of July, 1998.


Signature

Signature

Signature

Articles of Incorporation
Filing Fee - \$35

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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 is: Wise Guy Music Group
INC.

2. The name and address of the registered agent and office is:
OSMAR VAZQUEZ
(NAME)
10340 S.W. 105 St.
(P.O. BOX NOT ACCEPTABLE)
Miami, FL 33186
(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE [Signature]
DATE 7-9-98

98 JUL 10 PM 3:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

REGISTERED AGENT FILING FEE: \$35.00