

TRANSMITTAL LETTER

P98000075559

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-08/27/98--01032--015
****140.00 *****70.00

SUBJECT: CD HEAVEN, INC
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: GILBERT ESTINE
Name (Printed or typed)

444 BRICKELL AVE SUITE 51-221
Address

MIAMI FL 33131
City, State & Zip

(305) 469 4520
Daytime Telephone number

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

98 AUG 27 AM 9:22

FILED

NOTE: Please provide the original and one copy of the articles.

CB
8-31-98
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**ARTICLES OF INCORPORATION
OF
CD HEAVEN, INC.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to the contract and hereby forms a corporation for profit under chapter 607 of Florida Statutes.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE 1 - NAME

The name of the Corporation is CD HEAVEN, INC.

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this corporation is 171 NW 92 St., Miami Fl 33150.

ARTICLE 4 - INCORPORATOR

The name and street address of the Incorporator of this corporation is:

Gilbert Estime'
444 Brickell Ave, Suite 51-221
Miami, Fl 33131

ARTICLE 5 - OFFICER

The initial president of the corporation shall be Ralph Isaac, whose address shall be the same as the principal office of this corporation.

ARTICLE 6 - CORPORATE CAPITALIZATION

6.1 The maximum number of shares that this corporation is authorized to have outstanding at any time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock, each having the par value of ONE DOLLAR (\$1.00).

6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

6.3 The board of directors of the corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the corporation.

6.4 The board of directors of the corporation may, by the articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or condition of redemption of the stock.

ARTICLE 7 - "S-CORPORATION"

The Corporation may elect to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

7.1 The shareholders of this corporation may elect and if elected, shall continue such election to be an S corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the corporation unanimously agree otherwise in writing.

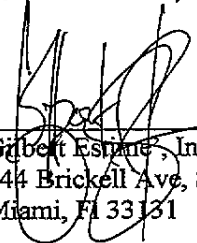
7.2 After this corporation has elected to be an S-Corporation, none of the shareholders of this corporation, without the consent of the other shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

7.3 Once the Corporation has elected to be an S Corporation, each State of stock issued by this Corporation shall contain the following legend: "The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the corporation to be taxed under Sub-chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 8 -- REGISTERED OFFICE AND REGISTERED AGENT

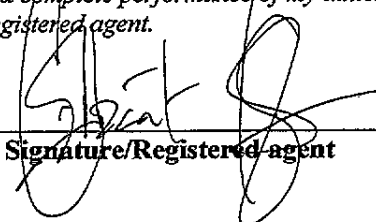
The name and address of the registered agent of this corporation is Gilbert Estime, located at 17454 SW 79 CT, Miami Fl 33157.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filled the foregoing Articles of Incorporation under the laws of the State of Florida, this 18th day of August, 1998.



Gilbert Estime, Incorporator
444 Brickell Ave, Suite 51-221
Miami, Fl 33131

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 the 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/Registered agent

08/18/1998

Date

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