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SPENCER & KLEIN  
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ATTORNEYS AT LAW

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September 14, 1998

Division of Corporations  
Attn: New Filings  
P.O. Box 6327  
Tallahassee, FL 32314

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-09/17/98--01059--001  
\*\*\*\*172.50 \*\*\*\*172.50

RE: Orfeon Records Organization, Inc. f/k/a Consolidated Shipments, Inc.

Dear Sir:

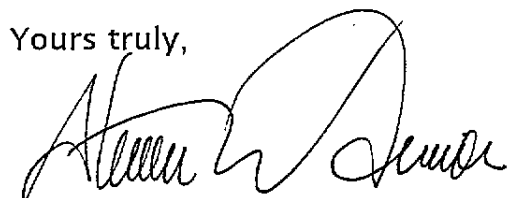
In connection with the above, I am enclosing the following:

1. Duplicate signed originals of the Certificate of Domestication of Consolidated Shipments, Inc.;
2. Duplicate signed originals of the Articles of Incorporation for Orfeon Records Organization, Inc.; and
3. A check in the sum of \$172.50.

Please return the appropriate Certificates of Filing as well as the Certified copies of both the Certificate and the Articles to us.

Please do not hesitate to contact me if there are any questions or corrections.

Yours truly,



Steven W. Simon  
Enclosure  
SWS/ir

cc: Monica Aguilo

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FILED  
98 SEP 17 AM 10:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9-21-98  
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FILED  
98 SEP 17 AM 10:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DOMESTICATION**  
**OF**  
**CONSOLIDATED SHIPMENTS, INC.**  
**a British Virgin Islands International Business Company**

The undersigned, constituting all of the directors of Consolidated Shipments, Inc., a British Virgin Islands International Business Company, set forth and certify as follows:

1. The company was first formed August 2, 1990 in the Territory of the British Virgin Islands.
2. The name of the Company immediately prior to the filing of this Certificate of Domestication is Consolidated Shipments, Inc.
3. The name of the corporation as set forth in the Articles of Incorporation filed in accordance with FS §607.1801(2)(b) is Orfeon Records Organization, Inc.
4. The jurisdiction that constituted the seat of the company immediately prior to the filing of this Certificate of Domestication is the Territory of the British Virgin Islands.

The undersigned Directors have executed this Certificate of Domestication this 11<sup>th</sup> day of September 1998.

  
\_\_\_\_\_  
Luis Moyano

  
\_\_\_\_\_  
Agustin Ibañes

ARTICLES OF INCORPORATION  
OF  
ORFEON RECORDS ORGANIZATION, INC

FILED  
SEP 17 AM 10:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

ARTICLE I

The name of the corporation shall be ORFEON RECORDS ORGANIZATION, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 1,000 shares. All such shares shall be of a single class, designated as common, and shall have no par value.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

ARTICLE V

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

#### ARTICLE VI

The corporation shall indemnify, to the fullest extent permitted by the Florida Business Corporation Act, any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

#### ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act shall not be applicable to this corporation.

#### ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

#### ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of 2 directors whose name and addresses are as follows:

Luis Moyano

Av. Universidad 1273 Colonia del Valle, Mexico D.F. Mexico 03100

Agustin Ibañez

Av. Universidad 1273 Colonia del Valle, Mexico D.F. Mexico 03100

#### ARTICLE X

The initial registered agent of the corporation is Steven W. Simon, Esq. The street address of the corporation's initial registered office is 801 Brickell Avenue, Suite 1901, Miami, FL 33131.

ARTICLE XI

The principal place of business and mailing address of this corporation shall be:  
2170 N.W. 87<sup>th</sup> Avenue, Miami, FL 33172

ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is

Agustin Ibañez

Av. Universidad 1273 Colonia del  
Valle, Mexico D.F. Mexico 03100

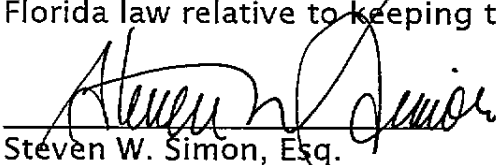
The undersigned incorporator has executed these Articles of Incorporation this  
11<sup>th</sup> day of September, 1998.



Agustin Ibañez, Incorporator

ACKNOWLEDGMENT OF APPOINTMENT BY REGISTERED AGENT

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



Steven W. Simon, Esq.  
Registered Agent

FILED  
98 SEP 17 AM 10:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA