



THE UNITED STATES
CORPORATION
COMPANY

P98000081709

ACCOUNT NO. : 072100000032

REFERENCE : 968219 4336650

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 21 PM 2:44

ORDER DATE : September 21, 1998

ORDER TIME : 10:19 AM

ORDER NO. : 968219-005

CUSTOMER NO: 4336650

CUSTOMER: Ms. Michelle E. Smith
BAKER & MCKENZIE

700002644427--6

1200 Brickwell Avenue
19th Floor
Miami, FL 33131

DOMESTIC FILING

NAME: ESPERANTO MUSIC, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
ESPERANTO MUSIC, INC.**

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ARTICLE I

NAME

The name of this Corporation is ESPERANTO MUSIC, INC.

ARTICLE II

MAILING ADDRESS OF THE CORPORATION

The mailing address of this Corporation is 1865 Brickell Avenue, # A2111, Miami, Florida 33131.

ARTICLE III

CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$0.01 par value common stock, which shall be designated "Common Stock."

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of this Corporation at that address is Corporation Service Company.

ARTICLE V

DIRECTOR QUORUM AND VOTING

No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or

directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors. The name and address of the initial directors of this corporation are:

Carlos A. Souki	1865 Brickell Avenue # A2111 Miami, FL 33131
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Susana de Souki	1865 Brickell Avenue # A2111 Miami, FL 33131
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ARTICLE VI

NATURE OF BUSINESS

This Corporation is being formed for the following purposes:

- a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
- b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

ARTICLE VII

VOTING REQUIREMENTS FOR SHAREHOLDERS

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation.

ARTICLE VIII

AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

ARTICLE IX

POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, as amended from time to time.

ARTICLE X

INCORPORATOR

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

David R. Garcia
Baker & McKenzie
1200 Brickell Avenue
19th Floor
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 18 day of September, 1998.



David R. Garcia

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

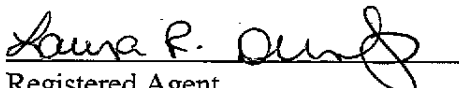
WITNESSETH

That ESPERANTO MUSIC, INC., desiring to organize under the laws of the State of Florida, has named Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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 607.0505, Florida Statutes.

Dated this 21st day of September, 1998.


Registered Agent

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