

10/26/98

P980000290920

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

11:37 AM

((H98000019832 8))

TO: DIVISION OF CORPORATIONS

FAX #: (850)487-6013

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: SINCROMUSIC USA, INC.

AUDIT NUMBER.....H98000019832

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

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

DEL.METHOD... FAX

EST.CHARGE.. \$78.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM CAPS Connect: 00:06:10

FILED
98 OCT 26 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

m 10/26/98

H98000019832

FILED

6

ARTICLES OF INCORPORATION

98 OCT 26 PM 12: 58

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SINCROMUSIC USA, INC.

I, the undersigned incorporator of this corporation under the Florida Statute 607, as amended, do hereby form a corporation and adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is:

SINCROMUSIC USA, INC.

ARTICLE II

PURPOSE AND NATURE OF BUSINESS

The purpose of this corporation and the general nature of the business to be conducted are as follows:

o To engage in any business, activity, or endeavor which is lawful under the laws of the State of Florida.

ARTICLE III

INITIAL PRINCIPAL PLACE OF BUSINESS

The initial place of business is 1900 W 68TH Street, Ste #1301, Hialeah, Florida 33014.

Capital Accounts
Accounting Tax & Practice
8064 W 14th Court
Hialeah, Florida 33014-3324
(305) 556-8240 Adelfo Roque

H98000019832

H98000019832

ARTICLE IV

DURATION OF CORPORATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE V

CAPITAL STOCK

The maximum shares of stock which this corporation is authorized to have outstanding at any one time is One Hundred (100) Shares of Common Stock with One Dollar (\$1.00) par value.

ARTICLE VI

INITIAL CAPITAL CONTRIBUTION

The amount of capital with which this corporation shall begin business shall not be less than One Hundred (\$100) Dollars.

ARTICLE VII

SUBSCRIBERS

The name and address of the subscribers of these Articles of Incorporation are as follows:

Araken Biagi Leao Da Silva
R. Nibe Perobelli, 96 - CEP 05535-050
Sao Paulo - SP - Brazil

Salvador Fernandez
1900 W 68th Street, Ste #1301
Hialeah, Florida 33014

H98000019832

H98000019832

ARTICLE VIII

DIRECTORS

The initial number of Directors of this corporation shall be two (2). The number of Directors may either be increased or decreased from time to time by a vote of the stockholders in conformity with the By-laws of this corporation, but shall never be less than one (1).

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The name and addresses of the members of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-laws, and the Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his successors are elected and qualified, is:

Araken Biagi Leao Da Silva
R. Nibe Perobelli, 96 - CEP 05535-050
Sao Paulo - SP - Brazil

Salvador Fernandez
1900 W 68th Street, Ste #1301
Hialeah, Florida 33014

ARTICLE X

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XI

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he/she already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this corporation is 1900 W 68th Street, Ste #1301, Hialeah, Florida 33014, and the name of the initial Registered Agent of this corporation at that address is Salvador Fernandez.

H98000019832

H98000019832

ARTICLE XIII

INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

DATED the 26th day of October, 1998.



Salvador Fernandez

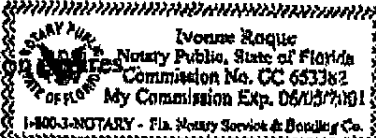
STATE OF FLORIDA }
COUNTY OF MIAMI-DADE }

BEFORE ME, the undersigned authority, personally appeared Salvador Fernandez, to me well known to be the person described in and who executed the foregoing Certificate of Incorporation, and who acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at the City of Hialeah, Miami-Dade County, State of Florida, this 26th day of October, 1998.



Notary Public

My commission expires  My commission expires 06/03/2001
Ivonne Roque
Notary Public, State of Florida
Commission No. GC 653382
1-800-3-NOTARY - Fla. Notary Service & Bonding Co.

H98000019832

H98000019832

**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OR PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-that **Sincromusic USA, Inc.**

desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Hialeah, County of Miami-Dade, State of Florida has named **Salvador Fernandez**, located at 1900 W 68th Street, Ste #1301, Hialeah, Florida 33014 as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By _____

Registered Agent

FILED
98 OCT 26 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H98000019832