

11/02/98

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FLORIDA DIVISION OF CORPORATIONS
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ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: MUSE MUSIC PRODUCTIONS, INC.

AUDIT NUMBER.....H98000020376

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

CERT. OF STATUS..0

PAGES..... 4

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**ARTICLES OF INCORPORATION
OF
MUSE MUSIC PRODUCTIONS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is Muse Music Productions, Inc. The commercial address of the corporation is 600 Brickell Avenue, Suite 500, Miami, Florida. 33131.

ARTICLE II - DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Raul R. Delgado de Armas, Esq., and the street address of the initial registered office of this corporation is 600 Brickell Avenue, Suite 500, Miami, Florida 33131.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial Directors are:

NAME:
Carolina V. Longo-Giralt

Antonio Sabournin

ADDRESS:
20300 S.W. 84th Avenue
Miami, Florida 33189
20547 Old Cutler Road Suite 211,
Miami, Florida 33189 (Continued next page)

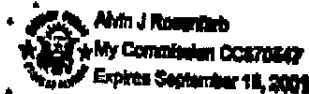
Prepared By: Raul R. Delgado De Armas, Esq.
600 Brickell Avenue., #500
Miami, Florida., 33131
(305) 372 1152 FBN: 0793329

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IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 26 th day of October, 1998.

My Commission Expires:



Alvin J. Rosenfarb
NOTARY PUBLIC

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED - ACCEPTANCE BY REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

First, that Muse Music Productions, Inc., a Corporation, 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 Miami, County of Dade, State of Florida, has named Raul R. Delgado de Armas, Esq., located at 600 Brickell Avenue Suite 500, Miami, Florida 33131, as its agent to accept service of process within this State.

Second, having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of said Act relative to keeping open said office and of all statutes relative to the proper and complete discharge of his duties, i.e., Section 607.325 F.S.

Dated this 26 th day of October, 1998.

Raul R. Delgado de Armas
Raul R. Delgado de Armas, Esq.

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TALLAHASSEE, FLORIDA

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