11/02/98 \* PUBLIC ACCESS SYSTEM

3:29 PM

(((H98000020376 3)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

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...O

PAGES..... 4

CERT. COPIES.....1

FAX DEL METHOD . .

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: 00:02:38

202 241 3770 P.01/04

MON-05-1888 12:40 EWBIKE COKE

## H98000030376

FILED

### **(4)**

# ARTICLES OF INCORPORATION 98 NOV -2 AM 7: 54 OF SECRETARY OF STATE MUSE MUSIC PRODUCTIONS, INC. AELAHASSEE, 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:

ADDRESS:

Carolina V. Longo-Giralt

20300 S.W. 84th Avenue Miami, Florida 33189

Antonio Sabournin

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

41980000 2037le

Raul R. Delgado de Armas

600 Brickell Avenue Suite 500 Miami, Florida 33131

#### ARTICLE VII - LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

#### ARTICLE VIII - INDEMNIFICATION

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

#### ARTICLE IX - PREEMPTIVE RIGHTS

Every Stockholder, 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/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE X - INCORPORATOR

The person signing these articles is Raul R. Delgado de Armas 600 Brickell Avenue, Suite 500, Miami, Florida 33131

#### ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

in Witness WhereOf this this this 20th day of October, 1998.	Raul R. Delgado de Armas
STATE OF FLORIDA	<b>)</b>
COUNTY OF MIAMI-DADE	) ss. )

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Raul R. Delgado de Armas, known to me and known by me to be the person, who, as Incorporator, executed the foregoing Articles of Incorporation of Muse Music Productions Inc., and acknowledged before me that she executed those Articles of Incorporation.

4498000020376

My Commission Expires:

Ahrin J Rossytteb

Was de My Commission Oceanose?

Expires September 18, 2001

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 Statues, 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, Esq

NOV -2 AM T