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Division of Corporations
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From:
Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.**WINEBREAD RECORDS, INC.**

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
WINEBREAD RECORDS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby organizes and incorporates a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be Winebread Records, Inc.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States the State of Florida or any other state, county, territory or nation.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Five thousand (5,000) Shares of common stock having a nominal or par value of one (\$1.00) DOLLAR per share.

Prepare By: Vazquez Accounting Service
11557 S.W. 64th Street suite H
Miami, Florida 33173
(305) 274-1209

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TALLAHASSEE, FLORIDA

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ARTICLES IV

The amount of capital with which this corporation will begin business is ONE HUNDRED (\$100.00) DOLLARS.

ARTICLE V

The date of corporate existence shall be the time of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE VI

This corporation is to exist perpetually.

ARTICLE VII

The initial place of business and the mailing address of this corporation in the State of Florida is P. O. Box 1726, Miami, Florida 33265-1726. The Board of Directors may from time to time move the principal office to any other address.

ARTICLE VIII

This corporation shall have Two (2) directors initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but there shall always be a least one (1) director. To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as a director or officer of the corporation, and each person who serves at the request of the corporation as director or officer of any other corporation, from and against any and all claims and

liabilities to which such person shall become subject by reason of his being a director or officer of the corporation, or by reason of any action alleged to have been taken or omitted by him as a director or officer. The corporation shall reimburse each such person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law. The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein. No contract or other transaction between this corporation and any other firm or corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniary or otherwise interested in, or are directors or officers of such firm or corporation, provided that the fact that he is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any corporation, or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not a director or officer of such other corporation or not so interested. 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 already holds, shall have the right to purchase his/her pro rate share thereof at the price at which it is offered to others.

ARTICLE IX

The name and address of the initial Board of Directors of the corporation shall be:

Maria A.Coppolecchia - President\Secretary
10210 S.W.20th Terrace
Miami, Florida 33165

Maria Izquierdo — Vice-President\Treasurer
10210 S.W. 20th Terrace
Miami, Florida 33165

ARTICLE X

The name and post office address of the subscriber to these Articles of Incorporation
Is Maria A. Coppolacchia. 10210 S.W. 20th Terrace, Miami, Florida 33165.

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders, and approved at the stockholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII


All corporate powers shall be exercised by or under the authority of and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation. The power to adopt by-laws is reserved to the shareholders and may take the form of a shareholder agreement.

The undersigned has hereunto set her hand and seal and has acknowledged and filed in the Office of the Secretary of State of the State of Florida as subscriber of Winebread Records, Inc., the foregoing Articles of Incorporation, this 02 day of February 1999.


Maria A. Coppelecchia - President

ACCEPTANCE OF DESIGNATION OF REGISTER AGENT

Having been name Register Agent to accept service of process for Winebread Records, Inc. at the place designated and the Articles of Incorporation herein above set forth. I hereby agree to act in this capacity and further agreed to comply with the provisions of all statues relative to the proper and complete performance of the duties of a Register Agent.


Maria A. Coppolecchia, Registered Agent
10210 S.W. 20th Terrace
Miami, Florida 33165

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