

P99000016655

February 16, 1999

Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Dear Sirs:

Please record the Articles of CENTRAL DO BRASIL MUSIC,  
INC. as attached and return the verification of the recorded  
articles to:

Glenn R. Luisi Accountant, P.A.  
104 Prestwood Lane  
Mooresville, NC 28117

Attached is my check # 2896 for \$70.00 for the recording  
fee.

100002780781--6  
-02/19/99--01060--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Very Truly Yours,

*Glenn R. Luisi*  
-----  
Glenn R. Luisi

99 FEB 19 AM 9:25  
FILED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*OB*  
*2-22-99*  
*Wright*  
*3*

ARTICLES OF INCORPORATION  
OF  
CENTRAL DO BRASIL MUSIC, INC.

The undersigned; for the purpose of forming a corporation under the FLORIDA GENERAL CORPORATION ACT hereby adopts the following Articles of Incorporation:

ARTICLE ONE  
NAME & PRINCIPAL ADDRESS  
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The name of the corporation is  
CENTRAL DO BRASIL MUSIC, INC.  
The initial address is 606 NE 12th AVENUE  
POMPANO BEACH, FL 33060

ARTICLE TWO  
DURATION  
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The term of existence of the corporation is perpetual.

ARTICLE THREE  
PURPOSE  
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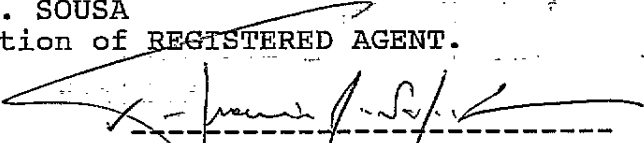
The corporation may transact any and all lawful business for which corporations may be incorporated under the Laws of the STATE OF FLORIDA.

ARTICLE FOUR  
CAPITAL STOCK  
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The maximum number of shares which the corporation has authority to issue is 1000, all which shall be common shares with a \$1.00 par value.

ARTICLE FIVE  
REGISTERED OFFICE  
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The street address of the initial registered office of the corporation shall be 606 NE 12th AVENUE POMPANO BEACH FL 33060 and the name of the initial registered agent at such address is FRANCISCO S. SOUSA  
I do hereby accept the position of REGISTERED AGENT.

  
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FRANCISCO S. SOUSA  
Registered Agent

ARTICLE SIX  
PRE-EMPTIVE RIGHTS  
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The shareholders shall have Pre-emptive Rights.

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TALLAHASSEE, FLORIDA

ARTICLE SEVEN  
DIRECTORS

- 7.01 The Board of Directors of the corporation shall consist of at least one member.
- 7.02 The name and address of the initial Director of the Board:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
FRANCISCO S. SOUSA	606 NE 12th AVENUE POMPANO BEACH, FL 33060	PRESIDENT
GIL SILVA	3937 N. FEDERAL HWY POMPANO BEACH, FL 33064	VICE PRES

ARTICLE EIGHT  
INCORPORATOR

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
FRANCISCO S. SOUSA	606 NE 12th AVENUE POMPANO BEACH, FL 33060

IN WITNESS WHEREOF, I have subscribed my name this 15<sup>th</sup> day of February, 1999

*Francisco S. Sousa*  
 \_\_\_\_\_  
 FRANCISCO S. SOUSA  
 Incorporator

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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

STATE OF FLORIDA :  
 : SS  
 COUNTY OF BROWARD :

On this 15<sup>th</sup> day of February, 1999, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared FRANCISCO S. SOUSA known to me to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand official seal.

*Paulo A. Silva*  
 \_\_\_\_\_  
 Notary Public  
 PAULO A SILVA  
 State of Florida  
 NOTARY PUBLIC  
 My Comm. Exp: 02/04/00  
 STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES: