

J & M Tax Service, Inc.

Prompt - Personal - Professional
2263 NW Boca Raton Blvd. Suite 205 Boca Raton, FL 33431
(561) 750-8299 FAX (561) 750-8330

P 99000021278

March 1, 1999

Department of State
Division of Corporations
409 Gaines Street
Tallahassee, Florida 32399

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-03/04/99--01058--009
****122.50 *****78.75

Dear Sirs:

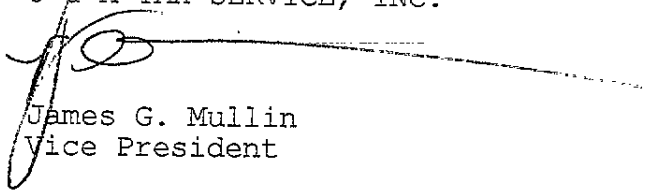
Enclosed are the Articles of Incorporation for M P ENTERTAINMENT, INC.

Please process promptly and return to our office.

Thank you for your assistance.

Sincerely,

J & M TAX SERVICE, INC.


James G. Mullin
Vice President

FILED
99 MAR -4 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/8/99
mm

ARTICLES OF INCORPORATION
OF
M P ENTERTAINMENT, INC.

The undersigned, for the purpose of forming a corporation under the Florida Professional Service Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of this corporation is M P ENTERTAINMENT, INC.

ARTICLE II
PURPOSE

This corporation is organized for the purpose of RETAIL/MAIL ORDER SALES OF ELECTRONIC COMPONENTS, and all other related activities as permitted under the laws of the State of Florida and the United States of America.

ARTICLE III
CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE IV
TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V
OFFICERS DIRECTORS

The business and affairs of this corporation shall be managed and shall be under the direction of the officers and directors of this corporation. The officers and directors may take action by written consent without a meeting as provided by law and may participate in meetings by means of conference as provided by law.

The name of the initial officerS and directorS of this corporation ARE:

MIGUEL HIDALGO, 1980 S.W. 18TH CT., MIAMI, FL 33145

JULIO CORDOVES, 8601 NW 16TH ST., PEMBROKE PINES, FL 33024

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TALLAHASSEE, FLORIDA

ARTICLE VI

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors of this corporation.

ARTICLE VII

INITIAL REGISTERED AGENT

The name of the initial Registered Agent of this corporation is James G. Mullin, 2263 N.W. Boca Raton Blvd., #205, Boca Raton, Florida 33431.

ARTICLE VIII

INDEMNIFICATION

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

ARTICLE IX

CORPORATE ADDRESS

The initial address in the State of principal office of the corporation shall be:

2263 N.W. 2ND AVE., #205, Boca Raton, Fl 33428

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE X

AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XI

SUB-CHAPTER S CORPORATION

This corporation may elect to be treated as a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

ARTICLE XII
INCORPORATOR

The names and addresses of the persons signing these Articles of Incorporation are:

MIGUEL HIDALGO, 1980 S.W. 18TH CT., MIAMI, FL 33145

JULIO CORDOVES, 8601 NW 16TH ST., PEMBROKE PINES, FL 33024

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 21 day of Feb, 1999.

Miguel Hidalgo

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgments, in the State and County aforesaid, personally appeared Miguel Hidalgo and Julio Cordoves, personally known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed same for the purposes therein expressed.

IN WITNESS HEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 21 of Feb, 1999.

Mariann Mullin
Notary Public, State of Florida
at Large

My Commission Expires:



Mariann Mullin
Commission # CC 811259
Expires Feb. 21, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating office/registered agent, in the State of Florida.

1. The name of the Corporation is: M P ENTERTAINMENT, INC.
2. The name and address of the registered agent and office is:
JAMES G. MULLIN, 2263 NW Boca Raton Blvd., #205, Boca Raton, FL 33431.

SIGNATURE

James G. Mullin
(Corporate Officer)

TITLE: Pres.

DATE: 2-16-99

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEARBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE:

James G. Mullin
(Registered Agent)

DATE: 2-16-99

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA