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June 29, 2000

State of Florida  
Department of State  
Corporate Division  
P.O. Box 6327  
Tallahassee, Florida 32314

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Re: MUSIC R.C., INC.  
Document #: P99000036435

Gentlemen:

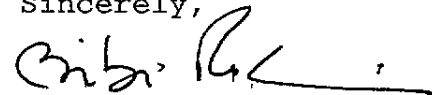
Please find enclosed two (2) copies of the Restatement of Articles of Incorporation for the above-referenced corporation. Also enclosed is this firm's check in the amount of \$35.00 to cover the cost of the filing fee.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUL -3 PM 2:35

Please contact this office if you require anything further at this time with respect to the foregoing.

Thank you for your prompt attention to this matter.

Sincerely,



Bibi Robinson  
Legal Secretary

Enclosures

*Restated Art.*

V. SHEPARD JUL 19 2000

**RESTATEMENT OF ARTICLES OF INCORPORATION**

**OF**

**MUSIC R.C., INC.**

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DIVISION OF CORPORATIONS  
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**ARTICLE I – CORPORATE NAME**

The name of this corporation is: **MUSIC R.C., INC.**

**ARTICLE II – CORPORATE ADDRESS**

The principal place of business and the mailing address of this corporation is:  
1671 West 37<sup>th</sup> Street, Suite #10, Hialeah, Florida, 33012.

**ARTICLE III – CAPITAL STOCK**

The aggregate number of shares of stock that this Corporation is authorized to issue and to have outstanding at any one time is **One Hundred Thousand (100,000)** shares of common stock having a par value of **\$.001** per share. The Board of Directors of this Corporation shall have the power to divide and issue the Common Stock into one or more series, and to determine the limitation and relative rights of each such series, consistent with the laws of the State of Florida. Shares of one series may be issued as a share dividend in respect of shares of another series.

**ARTICLE IV – COMMENCEMENT AND TERM OF EXISTENCE**

The Corporation shall commence its corporate existence on April 19, 1999. This Corporation shall have perpetual existence.

#### **ARTICLE V – PURPOSE**

This Corporation is organized primarily for the purpose of developing various projects in the recording arts; producing, and/or arranging for the production of, master recordings embodying the performances of recording artists; distributing, and/or arranging for the distribution of, products relating to the recording arts; developing ancillary products related to the foregoing; and the exploitation of performing and recording artists in the professional entertainment industry; and also transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exist or may hereafter be amended.

#### **ARTICLE VI – BOARD OF DIRECTORS**

This Corporation shall have one (1) Director constituting the initial Board of Directors. The number of Directors may be increased from time to time, as provided in the bylaws; however, there shall never be less than one (1) Director, nor more than three (3) Directors. The name and address of the initial Director of the Corporation is:

**Roberto Morales  
842 Raymond Street  
Miami Beach, Florida 33141**

#### **ARTICLE VII – INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this Corporation in the State of Florida, and the Corporation's initial Registered Agent at that office shall be:

**KTG&S REGISTERED AGENT CORPORATION  
100 S.E. 2<sup>nd</sup> Street  
28<sup>th</sup> Floor  
Miami, Florida 33131**

#### **ARTICLE VIII – AMENDMENT**

These Articles of Incorporation may be amended in the manner prescribed by law, except that upon the issuance of shares, every amendment must be approved by the Board of Directors of the Corporation before it is submitted to the shareholders of the Corporation for their approval.

#### **ARTICLE IX – INDEMNIFICATION**

Except as may otherwise be provided in the bylaws of this Corporation, this Corporation shall indemnify its incorporators, officers and directors to the fullest extent permitted by law either now or hereafter in effect.

IN WITNESS WHEREOF, the undersigned, as sole Director and Shareholder of the Corporation, has executed the foregoing Restatement of Articles of Incorporation as of *MAY 19<sup>th</sup>*, 2000.

*Roberto Morales*

**ROBERTO MORALES, Director**  
**For: MUSIC R.C., INC.**